

UNITED STATES DISTRICT COURT  
SOUTHERN DISTRICT OF OHIO  
WESTERN DIVISION, CINCINNATI

EVERETT W. WHISMAN, et al., :  
Plaintiffs :  
-v- : Case No. C-1-02-406  
: (Judge Beckwith)  
: (Magistrate Sherman)  
ZF BATAVIA, LLC, et al., :  
Defendants :

- 0 -

The deposition of **HASSAN SALEH**, taken before Susan K. Lee, CVR-CM, Court Reporter and Notary Public in and for the State of Ohio, at the Holiday Inn Eastgate, 4501 Eastgate Boulevard, Cincinnati, Ohio, on the 24th day of July, 2003, beginning at the hour of 9:00 a.m. and ending at 12:27 p.m. of the same date.

- 0 -

**RIVERSIDE REPORTING**  
**Certified Court Reporters**  
**P.O. Box 949**  
**Covington, Kentucky 41012**  
**KY(859)291-6110 OH(513)574-7017**

APPEARANCES:

FOR THE PLAINTIFFS:        DAVID M. COOK, Esq.  
                                 STEPHEN A. SIMON, Esq.  
                                 Attorneys at Law  
                                 22 West Ninth Street  
                                 Cincinnati, Ohio 45202

FOR THE DEFENDANTS:       JOHN J. HUNTER, JR., Esq.  
                                 Attorney at Law  
                                 One Canton Square  
                                 1700 Canton Avenue  
                                 Toledo, Ohio 43264

                                 JEFFREY L. VANWAY, Esq.  
                                 Attorney at Law  
                                 312 Walnut Street  
                                 Suite 3200  
                                 Cincinnati, Ohio 45202-4074

ALSO PRESENT:               MR. GARY VORIES  
                                 MR. EVERETT W. WHISMAN  
                                 MR. HERBERT HUEBNER

- 0 -

STIPULATIONS:

                                 It is stipulated by and between counsel  
for the respective parties that the deposition of  
**HASSAN SALEH**, a witness herein, may be taken at this  
time pursuant to the Federal Rules of Civil Procedure  
and Notice; that the deposition may be taken via  
Stenomask by the Notary Public/Court Reporter, and  
transcribed by her out of the presence of witness; that  
the deposition was submitted to counsel for the witness  
for reading and signature.

- 0 -

**INDEX OF EXAMINATION:**

By Mr. Simon.....4

**INDEX OF EXHIBITS:**

17 organization chart.....42

18 organization chart.....43

1       **HASSAN SALEH**, called as a witness, being first duly  
2 sworn, testified as follows:

3                       MR. SIMON: Good morning, sir.

4                       THE WITNESS: Good morning.

5                       MR. SIMON: My name is Steve Simon.

6                       I'm one of the attorneys for the plaintiffs in  
7 this lawsuit that we've brought against Ford  
8 Motor Company and ZF Batavia. And next to me  
9 is David Cook. He is also one of the attorneys  
10 for the plaintiffs in this lawsuit. And I  
11 think you know Wayne Whisman and Gary Vories,  
12 who are two of the 15 plaintiffs in this  
13 lawsuit.

14 BY MR. SIMON:

15                   Q       Mr. Saleh, could you spell your last  
16 name?

17                   A       It's S-A-L-E-H.

18                   Q       Okay. And, sir, have you ever had your  
19 deposition taken before?

20                   A       Yes.

21                   Q       When was the last time you had your  
22 deposition taken?

23                   A       It's been a long time. It's probably  
24 more than ten years ago.

25                   Q       What was the reason that you were

1       deposed?

2                   A        I witnessed -- I witnessed a car  
3       accident.

4                   Q        Was the lawsuit pending in a court in  
5       Cincinnati?

6                   A        No. It was in Detroit.

7                   Q        Okay. Do you remember any of the names  
8       of the parties involved?

9                   A        No, I don't.

10                  Q        Have you ever testified in a deposition  
11       other than in that case you've just described?

12                  A        No, I did not.

13                  Q        Have you testified in labor  
14       arbitrations?

15                  A        No, I did not.

16                  Q        Other than this testimony in a  
17       deposition regarding the car accident, have you ever  
18       given sworn testimony in any other matter or  
19       proceeding?

20                  A        I was asked to be on a jury one time  
21       and --

22                  Q        Did you serve?

23                  A        No, I did not. I was disqualified  
24       before the case started.

25                  Q        Okay. Any other times besides the

1 deposition where you've given sworn testimony?

2 A No.

3 MR. SIMON: Let me just explain how  
4 this works since this will be your first time  
5 in a deposition, which is what we're doing now.

6 I'm going to be asking you questions.  
7 You're going to be answering them under oath.  
8 And the court reporter to your left is going to  
9 be taking those down, your answers, and it will  
10 eventually be transcribed and there will be a  
11 transcript that will be produced. It's really  
12 important because of the fact that there is a  
13 transcript produced that if you can when you  
14 answer my questions, answer yes or no and make  
15 an audible response because if you make kind of  
16 an mm-hmm, the court reporter can't take that  
17 down. So will you try to answer yes or no  
18 where you can?

19 THE WITNESS: Sure.

20 MR. SIMON: Also, it's really important  
21 that if you didn't hear my question or you  
22 didn't understand my question, that you ask me  
23 to rephrase the question or simply re-ask the  
24 question. And the reason is if you answer my  
25 question, it's just going to reflect in the

1 transcript my question, your answer, and  
2 someone reviewing the transcript will assume  
3 that you understood the question. So if you  
4 don't understand one of my questions, you'll  
5 ask me to rephrase or re-ask?

6 THE WITNESS: Sure, I will.

7 MR. SIMON: Okay. And this is a rather  
8 informal proceeding, too, Mr. Saleh. If you  
9 would to at any time take a break, as long as  
10 there isn't a question pending, just tell your  
11 lawyer and we can take a break at any time.  
12 Sounds good?

13 THE WITNESS: I will do that.

14 BY MR. SIMON:

15 Q Sir, where do you currently work?

16 A ZF Batavia, LLC.

17 Q When did you start working for ZF  
18 Batavia?

19 A August 1st, 1999.

20 Q Had you worked in the plant, in the  
21 Batavia plant, prior to it becoming ZF Batavia?

22 A Yes, sir, I did.

23 Q And how long did you work in the plant?

24 A Approximately three years.

25 Q Were you a Ford employee at the time?

1 A Yes, sir, I was.

2 Q Were you transferred from another Ford  
3 facility?

4 A Yes, I did.

5 Q Was that in 1996 then?

6 A That is correct.

7 Q All right. What was your title in 1996  
8 when you started at the Batavia plant?

9 A I was a production superintendent.

10 Q And what facility had you come from?

11 A Livonia Transmission up in Detroit.  
12 It's in Plymouth actually.

13 Q When did you first start at Ford?

14 A 1973.

15 Q Were you continuously employed by Ford  
16 from 1973 to 1999, August 1st?

17 A Yes, sir.

18 Q I imagine you worked at a number of  
19 Ford facilities during that time?

20 A That is correct.

21 Q And just how long were you at the  
22 Livonia plant?

23 A The bulk of the time, almost 26 years.

24 Q You said that you were a production  
25 superintendent when you started in 1996. When you



1 ultimately went to ZF Batavia on August 1st, 1999, were  
2 you still production superintendent?

3 A When I transferred over to ZF, I was  
4 the maintenance superintendent at the time.

5 Q So I understand, were you production  
6 superintendent at Ford in 1999 and then when you  
7 transferred to ZF Batavia, you became maintenance  
8 superintendent?

9 A I -- you asked me -- the initial  
10 question you asked me was when I came to Batavia, what  
11 did I start at. Throughout the time when I was in  
12 Batavia I got promoted and became the maintenance  
13 superintendent at a latter date, so --

14 Q Do you remember when you first became  
15 maintenance superintendent while you were employed at  
16 Ford?

17 A Probably in 1998, early.

18 Q So in any case, you had been  
19 maintenance superintendent for perhaps a year and then  
20 August 1st, 1999 you switched over to ZF Batavia?

21 A Probably a year and a half as --

22 Q Okay. And you left your employment  
23 with Ford and became employed with ZF Batavia on August  
24 1st, 1999?

25 A That is correct.

1 Q And what was your position when you  
2 started at ZF Batavia?

3 A I was the maintenance manager.

4 Q And is that your title currently?

5 A Up till yesterday.

6 Q What happened yesterday?

7 A I am supposed to be the technical  
8 service manager of the plant, a slight change in my  
9 responsibilities.

10 Q Is that a promotion?

11 A You could call it that if you want.

12 Q Is there more pay?

13 A That wasn't discussed yet. The meeting  
14 yesterday finished at quarter to 7:00 in the evening,  
15 so --

16 Q Who told you about this promotion?

17 A The company CEO.

18 Q Is that Mr. Adams?

19 A No. Well, maybe I gave the wrong  
20 title. Dr. Reckmann is the individual in charge of  
21 operations in the plant.

22 Q Is he COO maybe?

23 A COO. I'm sorry. I said, I think, the  
24 wrong title.

25 Q Did he tell you why he was giving you

1 this promotion yesterday?

2 A The company is looking for a way to --  
3 to centralize some of the -- the operations to reduce  
4 the manpower requirement and that's been in  
5 conversation for at least six months, looking for ways  
6 to -- to stream the operation to reduce the number of  
7 required salaried people around the operation, trying  
8 to be more efficient.

9 Q Are you responsible for more employees  
10 with this new position, do you understand?

11 A Yes.

12 Q How many people were you responsible  
13 over as maintenance manager?

14 A My work chart shows 27 people reporting  
15 to me up till yesterday and it will increase by six in  
16 the -- in the new position.

17 Q Are you now over some people who  
18 technically aren't in the maintenance department?

19 A In the new position I will be.

20 Q Okay. And just so I understand, who  
21 are those people?

22 A Technical management, power house,  
23 waste treatment, the washer people, decontamination  
24 piece of the business.

25 Q When you say you're over 33 people,

1 does that include hourly or are you just talking about  
2 people who are going to be your direct reports?

3 A My direct reports, salaried people.

4 Q Okay. And you would be surprised if  
5 this didn't result in some increase in pay, given the  
6 increase in responsibility?

7 A Not necessarily. I -- you know,  
8 responsibilities in the plant usually change sometimes  
9 and --

10 Q Typically when there's an increase in  
11 responsibility, it's your understanding that the  
12 company is going to give that person more pay, right?

13 A Sometimes and sometimes not. We've --  
14 we've changed responsibilities and roles and -- I  
15 wasn't anticipating. I'm not anticipating extra pay,  
16 if that's what you're asking me.

17 Q Have you ever had an occasion since  
18 1999 where you were given more responsibility and  
19 didn't receive extra pay?

20 A Yeah. A lot of times I had more  
21 assignments and more -- that happens almost every day.

22 Q When you came to the plant in 1996, was  
23 Wayne Whisman there?

24 A Yes.

25 Q Gary Vories?

1 A Yes.

2 Q Do you know who all the people are in  
3 this case? Do you know who the 15 are? I mean, do you  
4 know which --

5 A No, I do not.

6 Q All right. Well, let me tell you.  
7 Maybe we'll go through and I'll tell you who all they  
8 are and then we'll talk about them individually.  
9 There's Mr. Whisman, Pam Blanco, Bill DeVito, Ted  
10 Edrington, Ron Pearce, Gary Vories, Don Williams, Jim  
11 Crump, Randy Newsome, Lee Stegman, Dena Stevens, Teri  
12 Parker, Dennis Baker, Rick Ervin and Michael Steward.  
13 Now, you know who all those people are, right?

14 A Yes, I do.

15 Q And have you worked with each of those  
16 people many years?

17 A A couple of them didn't -- didn't work  
18 with me directly. Lee Stegman, for instance, I -- you  
19 know, I barely know the individual.

20 Q But Wayne Whisman you've know since at  
21 least 1996?

22 A That is correct.

23 Q And Pam Blanco?

24 A That is correct.

25 Q Bill DeVito?

1 A That is correct.

2 Q Ten Edrington?

3 A That is correct.

4 Q Ron Pearce?

5 A Yes.

6 Q Don Williams?

7 A Yes.

8 Q Jim Crump?

9 A Yes.

10 Q Randy Newsome?

11 A Yes.

12 Q Dena Stevens?

13 A Not at the beginning. I probably got

14 to know her somewhere in the latter -- in the latter

15 years.

16 Q Did you know her before you became a ZF

17 Batavia on August 1st --

18 A No.

19 Q What about Teri Parker?

20 A I know Teri.

21 Q And Dennis Baker?

22 A I know Dennis.

23 Q Rick Irvin and Mike Steward?

24 A I know both of them.

25 Q And quite a few of them you've worked

1 with pretty closely over the years, right?

2 A In the latter part, that is correct.

3 Q All right.

4 A When I was in production, I did not  
5 work with Gary Vories and Jim Crump and Mr. Whisman. I  
6 just worked with the production organization, so my  
7 relationship with them was limited at that time. When  
8 I became the maintenance -- the individual in charge of  
9 the maintenance organization, I -- so there are two  
10 different groups that you're referring to.

11 Q I understand. You said you'd become  
12 maintenance superintendent perhaps a year and a half  
13 before you went to ZF Batavia?

14 A That's approximate, not exact.

15 Q I understand.

16 A I don't remember the exact dates.

17 Q Generally speaking then, for that year  
18 and a half before you went over to ZF Batavia you had  
19 worked closely with Wayne Whisman and Gary Vories?

20 A That is correct.

21 Q And everyone else that I've talked  
22 about, with the exception of perhaps Lee Stegman and  
23 Dena Stevens?

24 A That is correct.

25 Q Okay. And you found all these people

1 to be good workers?

2 A For the most part.

3 Q Any glaring exceptions?

4 A Some of the people that you're asking  
5 me about, I never was part of evaluating their  
6 performance or had anything to do with them. For  
7 instance, Mike Steward never worked for me or Dena  
8 Stevens never worked for me, so I cannot really answer  
9 truly to whether she was -- she was a good performer or  
10 not.

11 Q Okay. We'll pick on the two people  
12 here. You found Wayne Whisman and Gary Vories to be  
13 good workers?

14 A They did a good job when they worked  
15 for me.

16 Q You found them to be honest?

17 A Yes.

18 Q In fact, all the people I've mentioned,  
19 it's been your experience that they've been honest?

20 A To the best of my knowledge, yes.

21 Q Okay. Let's move to 1999.

22 A Okay.

23 Q In fact, it might be a little bit  
24 before 1999. But you found out in late '98 or early  
25 1999 that the Batavia plant was changing ownership from



1 Ford to a joint venture, ZF Batavia; is that right?

2 A That is correct.

3 Q Do you remember when you first found  
4 out about the change in ownership?

5 A It was in the summertime, 1998, if I  
6 recall. Somewhere around there.

7 Q Do you remember how you found out?

8 A Same way as everybody in the plant.  
9 There was an announcement. We were told there were  
10 people coming down to talk to us and that's how we  
11 found out.

12 Q And then there was a video  
13 teleconference with, I think, Jack Nasser; is that  
14 right?

15 A That is correct.

16 Q What was your initial reaction?

17 A Surprise.

18 Q Concern?

19 A Obviously.

20 Q I mean, were you concerned for your  
21 future, whether you would continue in the plant?

22 A Absolutely.

23 Q At some point after that announcement  
24 did someone approach you from management and tell you  
25 that they wanted you to stay in the plant and that they

1 wanted you to join ZF Batavia?

2 A Yes.

3 Q Who was that?

4 A There were several names. I mean, are  
5 you looking for someone in particular or are you --

6 Q Who you remember. If you say you can't  
7 remember everybody --

8 A Alain Claus, my boss, for instance,  
9 thought it would be a good thing if I could do that.

10 Q Did you say Alan Claus?

11 A Alain Claus, the plant manager at the  
12 time.

13 Q How does he spell his first name; do  
14 you know?

15 A If I'm not making a mistake, it's  
16 E-L-A-I-N.

17 Q I think I've seen his name in a  
18 document. I must have misunderstood his name was Alan.  
19 But Mr. Claus, he was the plant manager and he was your  
20 boss at the time?

21 A Not my immediate boss. He was the  
22 plant manager.

23 Q Who was your immediate boss?

24 A A gentleman by the name of John Zielke.

25 Q Did either of those two gentlemen join

1 ZF Batavia?

2 A No.

3 Q Do you know why?

4 A When I talked to Alain Claus -- he is  
5 from France -- his retirement would have been seriously  
6 adversely affected by the transfer. And if I recall  
7 right, the company never made an offer to John Zielke  
8 to join.

9 Q Was there anybody else that you  
10 remember off the top of your head besides Mr. Claus or  
11 Mr. Zielke who told you that they wanted you to join  
12 the new company?

13 A Those were mainly my immediate -- Glen  
14 Marinetti thought it might be a good move if I did  
15 that.

16 Q And Mr. Marinetti ultimately did -- he  
17 ultimately did join ZF Batavia, correct?

18 A No, he -- no, did not.

19 Q Mr. Marinetti did not?

20 A No, he did not.

21 Q What was his position with Ford at the  
22 time?

23 A He was a production manager at the  
24 time.

25 Q Do you know why Mr. Marinetti didn't

1 joint ZF Batavia?

2 A Well, I mean, when the company started,  
3 there were some people already in the background slated  
4 for certain jobs and the company made offers to who  
5 they felt would be appropriate to make offers to. I  
6 don't know exactly whether he was actually made an  
7 offer to or not.

8 Q Okay. So as it turns out, at least  
9 three individuals who told you it would be a good idea  
10 to join ZF Batavia, ultimately they didn't join ZF  
11 Batavia?

12 A Yes.

13 Q Did you know that at the time when you  
14 joined, on August 1st, 1999, that these three  
15 individuals were not going to join the company?

16 A Yes.

17 Q Did that cause you any concern?

18 A Somewhat.

19 Q How so?

20 A When -- when you're taking a step of  
21 the magnitude of the step I took, obviously you have  
22 concerns and you have fear. You have your retirement  
23 and you have your livelihood and you have 26 years  
24 invested in a company, so you -- you look very  
25 seriously at your decision and, I mean, these are just

1 natural human feelings, I guess.

2 Q Okay. Have you retired from Ford?

3 A No, I have not.

4 Q Although you'd be eligible to at this  
5 point, correct?

6 A I am eligible today to retire, yes.

7 Q Okay. You were talking about the  
8 magnitude of the decision that you made. Obviously the  
9 people that we've discussed in the case, my clients,  
10 they also had to make that same sort of decision to  
11 join ZF Batavia, right?

12 A I understand that.

13 Q Mr. Saleh, at what point did somebody  
14 from either Ford or ZF Batavia tell you that they  
15 wanted you to talk to some of these individuals, or my  
16 clients, and talk to them about joining ZF Batavia?

17 A I presented a lot of the offers to  
18 employees prior to me joining the company. The offers  
19 that were presented by me, they were not my choice.  
20 They were not something I recommended. They were  
21 presented to me by Mr. Zielke, which was my immediate  
22 boss, and he asked me to give them to the employees and  
23 ask them if they would consider joining the company.  
24 And if they chose to do so or not, to sign the paper,  
25 return it to him by a given date. And that I did.

1                   There's one exception, to the time when  
2                   initially Mr. Whisman did not wish to join the company.  
3                   And if I -- if I can recall right, I can't remember  
4                   exactly the time frame in which he indicated he would  
5                   like to come back and join the company. He was working  
6                   at Sharonville at the time, and I asked some of the  
7                   management people -- I don't remember exactly the  
8                   mechanics of what transpired, but I went back and had  
9                   the form and he signed on.

10                  Q           So Mr. Whisman --

11                  A           Some of the people did not go through  
12                  me in the lawsuit. As a matter of fact, a good  
13                  percentage of them, I did not give them the letter, nor  
14                  did I have anything to do with them joining the  
15                  company.

16                  Q           Okay. But Mr. Whisman is one where he  
17                  went to Sharonville, which was unusual, right, for  
18                  somebody to leave the plant and go to Sharonville  
19                  during that time?

20                  A           That was unusual.

21                  Q           Because they put a freeze on people  
22                  leaving the plant to go to Sharonville for a period in  
23                  1999; is that what you recall?

24                  A           In the initial contract we were told  
25                  that there was a freeze, but as the company started

1       forming, the freeze was lifted and we were able to --  
2       if the person -- the company, Ford Motor Company,  
3       director -- direction, at least when you talked to the  
4       HR group, was they were going to try to accommodate the  
5       employees as best as they can, move them to the areas  
6       where they would be -- it would be desired by them or  
7       would be more beneficial to them than just sticking  
8       them all over the country. And there at the time if  
9       there was an opening somewhere like at Sharonville or  
10      somebody wants to go somewhere else, it was, you know,  
11      this opportunity is here, you can move to there. So --

12               Q       It's your recollection, though, that  
13      you had presented offers to a number of salaried  
14      employees who joined ZF Batavia, at the time that you  
15      made those offers, you recall at that time that you  
16      were still a Ford employee, right?

17               A       Yes, sir.

18               Q       Okay. Staying with Mr. Whisman for a  
19      second, he, I think you said, was the one exception,  
20      where it sounds like after he went to Sharonville, you  
21      said that you specifically told upper management that  
22      Mr. Whisman was somebody that you wanted on your team  
23      in Batavia to join ZF Batavia; is that fair?

24                       MR. HUNTER: I'm going to object to  
25      that. He didn't say upper management and a

1 good portion of what you said, so --

2 MR. SIMON: Well, he -- he can explain  
3 if I'm wrong.

4 MR. HUNTER: Okay. But let's make the  
5 question fair. I mean, that was really out  
6 there. That's not what he said at all.

7 MR. SIMON: I didn't think so.

8 BY MR. SIMON:

9 Q What did you tell management, if  
10 anything, about Mr. Whisman?

11 A Well, Mr. Whisman seeked employment  
12 back with us and there were some conversations in the  
13 background to why he had the desire to come back to --  
14 to Batavia. There was the need for supervisors in the  
15 maintenance organization and also Mr. Whisman, if I  
16 recall, in a conversation with -- his son approached me  
17 and talked to me about the matter. Mr. Whisman's wife  
18 was ill. He lived nearby the plant compared to  
19 Sharonville and he had some personal needs to take care  
20 of his family. So many different factors played in the  
21 -- in the decision to offer Mr. Whisman back the  
22 opportunity to come back to the plant and --

23 Q Did you say his son approached you?

24 A Yes.

25 Q Do you know what his son's name is?



1 A Chad.

2 Q He actually visited you at the plant?

3 A He's an employee at -- he's an  
4 employee. He's a Ford employee at the plant today.

5 Q All right. So you're saying your  
6 understanding was there were some personal reasons that  
7 Mr. Whisman wanted to come back to the Batavia plant?

8 A Yes, sir.

9 Q But from your perspective after working  
10 with Mr. Whisman, you thought he was somebody who could  
11 do a good job to fill a need that you identified in the  
12 maintenance supervisory area, right?

13 A Yes.

14 Q And you wanted him as part of your  
15 team, right?

16 A I hired him.

17 Q So you agree, right?

18 A Yes.

19 Q And you told upper management that you  
20 wanted him as part of your team?

21 A I discussed the matter in HR and asked  
22 for approval and I was told I could hire.

23 Q I think that's pretty close to what I  
24 said earlier, but that's okay.

25 A I followed the due process to hire Mr.

1 Whisman.

2 Q Sure. And I'm not accusing you of  
3 doing anything else but that.

4 A All right.

5 Q In this case, Mr. Saleh, we've had  
6 written questions go back and forth among the parties  
7 and they call those interrogatories. And Ford has  
8 asked us to identify certain conversations that my  
9 clients had with people employed by Ford and ZF when  
10 they were recruited in 1999, and a number of my clients  
11 had identified you as somebody they had talked to  
12 during that period when they were trying to make the  
13 decision to join the company.

14 And given your answer, I just want to  
15 confirm that you agree with their recollection. Don  
16 Williams, according to his answer, believes that he  
17 talked to you at least on one occasion about joining  
18 the plant. Is that your recollection with Don?

19 A That is correct.

20 Q And even though their interrogatory  
21 answers weren't identical, but basically the same  
22 testimony was given in interrogatory answers regarding  
23 these people. I just want to see if you remember this.

24 Do you remember talking to Gary Vories  
25 individually about joining the plant?

1                   A                   I'm going to have to say I don't  
2                   remember exactly any specifics of any conversation that  
3                   took place with many of the people that I indicated.  
4                   There are a couple, like Don Williams, for instance,  
5                   that talked to me. And Teri Parker I talked to. I  
6                   talked to Teri Parker. But the rest of the  
7                   organization, most of the people that you referred to  
8                   in the -- in your earlier statement, they attended the  
9                   meetings with Ford Motor Company and ZF and they asked  
10                  questions. There were a lot of questions asked and  
11                  answered and they made their decisions, to the best of  
12                  my knowledge, based on the meetings and the  
13                  conversations, not based on what I presented. I wasn't  
14                  the guy who made the decision on who to make the offer  
15                  to. That was a different level of decision.

16 Q I understand what you're saying. They  
17 had other information besides talking to you about  
18 whether they could join.

19 A Right.

20 Q But I'm just trying to just confirm  
21 here that you did talk to them. And you can just tell  
22 me whatever you remember of the conversation. So just  
23 because we have so many people, I just want to try to  
24 check them off.

25 So Don Williams is somebody you recall

1 talking to?

2 A Sure.

3 Q And obviously Mr. Whisman?

4 A Mr. Whisman approached me in the -- at  
5 a latter date seeking employment, if that's what you're  
6 asking me. But we never had conversation about what  
7 would be or would not be. And he -- he asked me -- I  
8 can't remember exactly what he asked me, but he asked  
9 me how did it affect his -- he had a concern pertaining  
10 to medical and what it -- what it did to his  
11 retirement, if I can recall the conversation. I tried  
12 to clarify that to him and I don't know if there -- I  
13 don't remember any other conversation that took place  
14 between me and him.

15 Q Do you remember ever initiating a  
16 conversation with Mr. Whisman, walking up to his area  
17 and talking to him about why he might join ZF Batavia?  
18 Do you remember anything like that?

19 A I might have done that. I can't  
20 remember exactly the conversation.

21 Q I mean, if somebody like Mr. Whisman  
22 said that he recalled some conversations you didn't, is  
23 it your testimony that Wayne is wrong or maybe you just  
24 don't remember since --

25 A I said I don't remember doing that, but

1 I'm not denying that it could have happened. There was  
2 a lot going on at the time.

3 Q Sure. I was just trying to understand  
4 the nature of your recollection. Mr. Pearce, do you  
5 remember talking to Ron Pearce?

6 A Yes.

7 Q Do you remember if you had approached  
8 him and talked to him about why he might come to ZF  
9 Batavia; was that the nature of the conversation?

10 A At the time Mr. Pearce was somewhat in  
11 a distressful situation for whatever reason, and I  
12 don't know exactly what was -- what was the reason, and  
13 he was seeking different employment in a different  
14 organization from the maintenance organization. He was  
15 looking for a job either in engineering or some sort of  
16 a support function.

17 Q At Ford?

18 A Yes.

19 Q At a different plant?

20 A No, at the same plant.

21 Q Okay.

22 A And if I remember right, I think I had  
23 a conversation with him, telling him that if he worked  
24 for me and stayed in ZF, I would treat him fairly.

25 Q Do you remember his reaction when you

1 told him that?

2 A He was very uncertain, unsure at the  
3 beginning for -- for three or four weeks. And I always  
4 kidded him, telling him that there's a lot of fun in  
5 taking risks in life, and he eventually said he would  
6 -- he would stay and work with us.

7 Q Okay. So to be fair, it sounds like  
8 you were able to give him at least some reassurances  
9 that while it was a risky move to come over, that at  
10 the very least he could expect that you would treat him  
11 fairly? Is that --

12 A Absolutely.

13 Q Do you remember talking to Bill DeVito?

14 A Bill did not work for me. Bill DeVito,  
15 a couple instances, talked to me and asked me if I  
16 thought it was a good idea to join ZF.

17 Q He approached you, you recall?

18 A Yes.

19 Q And when he asked you that, what did  
20 you tell him?

21 A I said it was a good idea to join ZF  
22 Batavia.

23 Q Did you explain why it was a good idea?

24 A Same reason I thought it was, a lot of  
25 opportunity, it's new technology, there's the chance to

1 be creative, I guess.

2 Q With the opportunity, did you explain  
3 that there would be an opportunity to kind of get on  
4 the ground floor with the new CVT technology?

5 A That's one of the basic premises, yes.  
6 We were supposed to be part of a new technology that  
7 was introduced to the market and it was a leading-edge  
8 technology, so, you know, basically my decision was  
9 because I wanted to be part of that and obviously that  
10 would have been probably part of the conversation.

11 Q So you probably, with Bill DeVito and  
12 some other people, told them, look, one of the benefits  
13 here to coming over to ZF Batavia is you'll get in on  
14 the ground floor with the new technology and there will  
15 be some real opportunities; is that fair?

16 A That -- that conversation probably  
17 drove a lot of the people that were technical and  
18 wanted to see the new technology, yeah.

19 Q Okay. Do you remember talking to Randy  
20 Newsome?

21 A Yes.

22 Q Did you approach him, do you recall?

23 A I had several conversations with Mr.  
24 Newsome and told him I would like him to stay in my  
25 organization and help, yes.

1                   Q           And you told him some of the same  
2 things that we've been talking about here?

3                   A           Basically.

4                   Q           Did you talk about some of the  
5 compensation, the package that ZF Batavia had put  
6 together for these people?

7                   A           In the early stage there was not a real  
8 package as per se. There was papers that were passed  
9 to -- to everybody in the plant pretty much. I think  
10 they were trying to -- I don't know the name of the  
11 gentlemen that came to the plant from Ford Motor  
12 Company, and there were representatives from both Ford  
13 and ZF when the papers were passed on to the employees  
14 at the time. There was no real benefit package that  
15 was given to us.

16                  Q           Okay. We have some of those documents  
17 here. I'll probably have you look at some of those  
18 before we let you go today.

19                               You said you talked to Teri Parker.  
20 And, again, it was you approached her and had the same  
21 kind of conversations with her that you had with the  
22 other people, I imagine?

23                  A           That is correct.

24                  Q           You did single out Teri Parker. Was  
25 there any specific reason why you wanted Teri Parker to



1 join?

2 A Teri was a very multi-skilled  
3 individual. She had -- she was an expert in the TWOS  
4 system, that's where we pay the people. She worked as  
5 an expediter in helping us bring in parts for the  
6 equipment in the plant. She was able to do the  
7 overtime, which was very complex work in the plant. So  
8 she was very valuable as far as the organization, the  
9 maintenance organization was concerned. And I had the  
10 fear if she left me, I would have to really work hard  
11 to find somebody to do all of these things.

12 Q So you gave her a good pitch to come  
13 over to the company?

14 A I did.

15 Q Dennis Baker, do you recall talking to  
16 Dennis? And Dennis has said that he talked to other  
17 people as well in his interrogatory answer, like Glen  
18 Marinetti, but I believe he identified you. Do you  
19 recall talking to Dennis on one occasion?

20 A Dennis looked up to me as a -- as an  
21 individual and he always asked me if it was a smart  
22 thing to do. And, again, the same conversation as, you  
23 know, there's a slight risk because we're an  
24 independent small company, so we have to go there. If  
25 we go there, we have to do a good job, otherwise we can

1 run it out of business. But then, you know, there are  
2 opportunities and a lot of room to grow and the  
3 technology is something that I'm willing to take a  
4 chance to be part of, I guess.

5 Q I guess I'll give you a chance to kind  
6 of toot your own horn, Mr. Saleh, but Mr. Baker wasn't  
7 the only person that probably looked up to you; is that  
8 fair?

9 A You can -- you can say that.

10 Q Some of these other people, Wayne  
11 Whisman, Gary Vories, from your understanding, they all  
12 in 1999 had those feelings towards you?

13 A Some probably. Some didn't.

14 Q They respected you as a manager?

15 A I would have to say some did and some  
16 didn't.

17 Q Did you talk to Pam Blanco?

18 A I did.

19 Q Do you recall approaching Pam about  
20 joining the company?

21 A I did.

22 Q And you gave her kind of the same pitch  
23 that you had given the other people, I suppose?

24 A It was not exactly the same type of  
25 pitch. With Pam, Pam first didn't want to join and she

1 changed her mind and changed her mind again. And Pam  
2 did not work in my organization directly, so, you know,  
3 I told Pam several times that it was a good -- it's a  
4 good thing to do, but Pam wasn't sure. She flip-  
5 flopped several times and eventually joined.

6 Q And when you're having these  
7 conversations that you've described with these people,  
8 as far as you recall, you were still a Ford employee,  
9 right?

10 A Most of them.

11 Q And so as you saw it, they kind of  
12 looked to you as somebody they had worked for at least  
13 a year and a half, perhaps more, at Ford, they  
14 respected you and that's why they were listening to you  
15 give this pitch; is that fair?

16 MR. VANWAY: Objection. Are you asking  
17 him to speculate as to what was in the minds of  
18 these individuals?

19 MR. SIMON: No, no. I'm not asking him  
20 to speculate at all. Just his understanding of  
21 the relationship with these people that he had  
22 worked with.

23 THE WITNESS: Again, I was in a  
24 supervisory position working for Ford Motor  
25 Company. You have employees that like you,

1 employees don't like you. You have people that  
2 think you're good to them, people think you're  
3 not good to them, so, you know -- and, again,  
4 I'd answer that the individuals like Dennis  
5 Baker thought I was -- I was good because he  
6 worked with me and he always looked up to me,  
7 so he asked me and I said I think it's a good  
8 opportunity for us to join ZF.

9 And some of those employees that you  
10 asked me about, again, I answered them to the  
11 best of my knowledge. Some of them looked up  
12 to me, some of them didn't and some of them  
13 liked me, some of them didn't.

14 The decisions to make an offer to them,  
15 again, I reiterate that, didn't always come out  
16 of me. As a matter of fact, the only  
17 individual that I made the offer to, because at  
18 first he refused and later -- later on seeked  
19 back into the plant, was Mr. Whisman. The rest  
20 of the offers were not made by me and it wasn't  
21 my solicitation. There was a piece of paper  
22 that was given -- I was given a package and  
23 said those people, please make offers to them  
24 and collect the information back. And that was  
25 my role in it.

1 BY MR. SIMON:

2 Q And the people that told you to give  
3 them offers would have been Mr. Claus, Mr. Zielke or  
4 Mr. Marinetti?

5 A Mr. Zielke is the gentleman who gave me  
6 the envelopes and said provide those offers to the  
7 people.

8 Q Just to make sure there isn't an  
9 exception here, Teri Parker, was she one of them that  
10 Mr. Zielke told you to or is she somebody that you  
11 sought out yourself?

12 A At the time she was not working in my  
13 organization. She'd just recently transferred into  
14 accounting. And I did talk to her on several different  
15 occasions, tried to convince her that I would like her  
16 to stay and help.

17 Q So she wasn't on the list of people  
18 that Mr. Zielke had told you to --

19 A To give an offer to her, no.

20 Q But you believe all the others that  
21 we've discussed were part of these names that Mr.  
22 Zielke gave to you?

23 A On the list you -- you indicated  
24 earlier?

25 Q Yes.

1 A No. A lot of them did not work for me.

2 Q Well, just so the record is --

3 A Mike Steward, for instance, did not  
4 work for me, so I had nothing to do with --

5 Q I'll just go back through just to make  
6 sure --

7 A Dennis Baker, I didn't have anything to  
8 do with his offer. I mean, I can -- anybody who wasn't  
9 directly in the maintenance organization at the time, I  
10 had nothing to do with.

11 Q Let's see if we can identify who those  
12 people were just so the record is clear. And Mr.  
13 Zielke gave you a list of names or gave you some  
14 envelopes and said make offers to them?

15 A That is correct.

16 Q And that would have included Don  
17 Williams?

18 A I had nothing to do with Don Williams.

19 Q It would have included Gary Vories?

20 A Yes.

21 Q Jim Crump?

22 A Yes.

23 Q Would it have included Mr. Whisman  
24 ultimately or not?

25 A Yes.

1 Q Ted Edrington?

2 A Yes.

3 Q Ron Pearce?

4 A Yes.

5 Q Bill DeVito?

6 A No.

7 Q Randy Newsome?

8 A Yes.

9 Q And Pam Blanco?

10 A I don't remember Pam. Pam wasn't  
11 working for me at the time. She was in -- she was in  
12 production and she did not want to work -- she did not  
13 work in the maintenance organization, so it would have  
14 not been me who handed her that paper. And when she  
15 first rejected the offer, I -- I knew none of it. I  
16 did not know she rejected the offer at the beginning.  
17 She did not work in my organization and I did not serve  
18 her the paper at the -- at the beginning.

19 Q Okay. We keep talking about these  
20 papers, so let's make sure we're talking about the same  
21 thing. This has already been previously marked as  
22 Plaintiffs' Exhibit 3 for Mr. Kehr's deposition, so  
23 we'll stay with that. That's your copy, Mr. Saleh, if  
24 you can just review that.

25 A This is the paper that I was referring

1 to in previous conversations as the offer that was  
2 given to us to --

3 Q And so that's Plaintiffs' Exhibit 3.  
4 It's dated -- well, let's look at the signature first.  
5 That is your signature, right?

6 A That is correct.

7 Q And you see that that's Mr. Whisman's  
8 name at the top, right?

9 A That is correct.

10 Q Now, Mr. Whisman we've identified as  
11 someone who came over to the company in a little  
12 different route than the others.

13 A That is correct.

14 Q And does that explain why his offer  
15 date is crossed out and November 30th is put there?

16 A That is correct.

17 Q Was May 17 -- well, as you sit there  
18 today, you don't recall what dates you gave the offer  
19 letters to the other people, do you?

20 A No, I don't remember.

21 Q All right.

22 A But this paper is accurate and this is  
23 the paper that was served to everyone else in the -- in  
24 the company, the people that I indicated I served this  
25 piece of paper to.



1 Q And you didn't draft this document, did  
2 you?

3 A I had nothing to do with the drafting  
4 of this document.

5 Q Did anyone tell you who did?

6 A I don't know.

7 Q No one ever told you?

8 A No.

9 Q Mr. Whisman is a bad one here because  
10 you've identified him as being exceptional in how he  
11 came over to the company in terms of when he did in  
12 1999, but turning to like somebody else that you had  
13 identified, such as Mr. Vories, for instance, when you  
14 were told -- actually, let me not use Mr. Vories.

15 Let me use Mr. Pearce. You said that  
16 you had talked to Mr. Pearce. We talked about the  
17 conversations that you had with Mr. Pearce. Would  
18 those conversations with Mr. Pearce have taken place  
19 before you were given this offer letter from Mr. Zielke  
20 to give to Ron or would have those conversations with  
21 Mr. Pearce taken place afterwards?

22 A I can't remember the exact dates and  
23 time, but there was conversations -- remember, some of  
24 the names you -- you -- you're asking me about are  
25 individuals that worked in my organization. There was

1 interactions with them at different levels and  
2 conversations that took place at different times, so I  
3 -- I cannot separate the time, whether it was prior to  
4 the letter, after the letter or the offer. I mean, I  
5 don't know these things. I can't remember these  
6 things.

7 Q Okay. But you didn't talk to these  
8 individuals about coming over to ZF Batavia until  
9 somebody at ZF Batavia told you or somebody at Ford  
10 told you that these are the people we want to join the  
11 company; is that fair?

12 A That is correct.

13 Q Mr. Zielke was a Ford employee, right?

14 A He still is.

15 Q There was actually no one at ZF Batavia  
16 who told you to talk to these individuals about joining  
17 the company?

18 A That is correct.

19 Q Okay. I'm going to hand you a couple  
20 of organization charts that were produced in this case,  
21 Mr. Saleh, and just see if you can help me to  
22 understand them a bit. The first organization chart,  
23 which actually shows less positions, that's Exhibit 17  
24 that you have. And a larger organization chart is  
25 Plaintiffs' Exhibit 18 --

1 MR. COOK: Deposition exhibit.

2 MR. SIMON: Deposition exhibit. I'm  
3 not sure what I said there. We're just  
4 continuing on where we left off from the last  
5 time.

6 MR. HUNTER: Okay. Understood.

7 BY MR. SIMON:

8 Q Just take a second to review that, Mr.  
9 Saleh. Just for the record, Plaintiffs' 17 is Bates  
10 stamped by Ford EWW10821. Plaintiffs' 18 is Bates  
11 stamped 0819. Mr. Saleh, just take a moment to review  
12 those. I just want to see where you fit into the  
13 organization. And I'm not sure what time period these  
14 charts refer to, but maybe you can help me there.  
15 Well, actually one of them has a time frame on it.

16 Looking at the organization chart, this  
17 one, Plaintiffs' 17, I see your name there listed as  
18 maintenance manager.

19 A That is correct.

20 Q And you've testified that that was your  
21 position since 1999 until yesterday, right?

22 A That is correct.

23 Q As we look at that -- let's see,  
24 looking then at Plaintiffs' 18, is your name or  
25 position anywhere on Plaintiffs' 18? That's the chart

1       that says organizational structure and it has April  
2       through December 1999.

3               A       It's on the second column, yes, at the  
4       very bottom almost, one up from the bottom.

5               Q       I see it there, okay. Plaintiffs' 18  
6       has your name listed and then above you is Mr. Clark  
7       and another position and then there's production  
8       operations manager and then manufacturing quality  
9       manager. Were all those people who were above you or  
10      were they your peers at that time?

11              A       They were my peers, according to the --  
12      the chart.

13              Q       Yes, I understand.

14              A       I mean, it's the same as the other  
15      chart.

16              Q       It is the same?

17              A       Basically, yeah. You know, maybe a  
18      couple names changed but --

19              Q       Sure. So when you joined in 1999, did  
20      you report to the director of manufacturing?

21              A       That is correct.

22              Q       And when you joined on August 1st,  
23      1999, who was the director of manufacturing?

24              A       At the time we did not have a director  
25      of manufacturing. It was Mr. Adams I reported to.

1 That was -- that is the president of the company today.

2 Q So has there ever been a director of  
3 manufacturing?

4 A Yes.

5 Q And who is it now?

6 A Dick Newark.

7 Q When did he join the plant?

8 A I can't remember the exact date, but in  
9 -- in late 1999 or early 2000 probably.

10 Q So Mr. Adams, as CEO, acted as the  
11 director of manufacturing until Mr. Newark came on  
12 board; is that fair?

13 A That is correct. Don't hold me to the  
14 dates. I can't remember exactly.

15 Q I understand. All right. Have you at  
16 all, in your mind, been demoted between August 1st,  
17 1999 and yesterday?

18 A Demoted?

19 Q Yes.

20 A I have never been demoted, to the best  
21 of my knowledge.

22 Q Have you ever had responsibilities  
23 taken away from you since you joined the company?

24 A Yes.

25 Q When was that?

1           A           When I started, I was -- I was in -- I  
2           was in maintenance. I was the maintenance manager. I  
3           was moved from the maintenance manager position into  
4           the production manager position for about three months.  
5           And after that position I was sent to the CVT side to  
6           help install the equipment in CVT for approximately six  
7           or seven months and then was brought back to the  
8           maintenance organization because there were problems on  
9           the CD4E side and remained in the maintenance manager  
10          position till yesterday.

11          Q           Do you think that ZF Batavia has  
12          treated you fairly since you joined the company?

13          A           The word fairly encompasses a lot of  
14          things. I mean, what -- what is your -- what is your  
15          question exact? I got paid what I was promised and I'm  
16          still employed there and I haven't been mistreated in  
17          this sense.

18          Q           Are there certain promises that were  
19          made to you in '99 that they haven't delivered on that  
20          cause you some concern?

21          A           I was never given anything in writing  
22          that the company didn't deliver, but there were  
23          conversations with some people that I might have not  
24          received.

25          Q           I don't mean to put you in a difficult

1 position. Anything in particular that you were told  
2 verbally in '99 that ultimately hasn't transpired since  
3 you joined the company?

4 A I would have to say yes.

5 Q Is there an example?

6 A In conversation with the president, he  
7 said -- when I came from Ford Motor Company to -- to  
8 ZF, I had a leased car from Ford Motor Company and I  
9 was told I will be compensated for that, and that never  
10 transpired.

11 Q Mr. Adams had told you that?

12 A Yes.

13 Q And I imagine you brought -- and when  
14 that didn't transpire, did you raise the issue with Mr.  
15 Adams?

16 A No, I did not.

17 Q Was that because you didn't think it  
18 would do any good?

19 A On a personal level I consider myself  
20 to be a well-paid individual for the type of work I do,  
21 so I -- I didn't think it was necessary.

22 Q Are there any other promises that were  
23 made that are either perhaps --

24 A The only other promise that was made to  
25 me is when I left Ford Motor Company, I was a grade ten

1       and that gave us -- we had fairly good health coverage  
2       and when I joined ZF Batavia, that cut down my coverage  
3       considerably for the number of days I could be on  
4       medical, and we were told there would be some  
5       consideration to fix that, and that didn't transpire.

6               Q       Is that something you would have talked  
7       about with Mr. Sennish?

8               A       The president is the gentleman who made  
9       the promise to us.

10              Q       Okay. When that didn't transpire, did  
11       you remind Mr. Adams about that or did you talk to Len  
12       Sennish?

13              A       I did not.

14              Q       In your mind, are there some promises  
15       that were given these other salaried employees who are  
16       my clients -- Wayne Whisman, Gary Vories and the rest,  
17       did you witness or observe that they were given  
18       promises in '99 that haven't transpired?

19              A       I don't know that they were given any  
20       promise. I mean, if you can be specific, I'll try and  
21       answer if I know, but I don't know of promises that  
22       were made that weren't kept. I mean, you know, ask me  
23       a specific question and if I know, I promise you I'll  
24       answer.

25              Q       That's all we can ask. Let me show you



1 a document that was Exhibit 2 to Mr. Kehr's deposition.  
2 Take a moment to review that. The print is a little  
3 smaller, Mr. Saleh. Take as long as you need to review  
4 that and I'll ask you some questions, Mr. Saleh.

5 A I've read this many times before, if  
6 that's what you --

7 Q Okay.

8 A I mean, you want to ask me about it,  
9 you can ask me about it. This is the one that was  
10 given to the Ford transitional employee and not the one  
11 that was provided to the ZF employee.

12 Q Okay.

13 A It was a three-pieces folded piece of  
14 paper.

15 Q Tri-fold?

16 A Tri-fold. Folded three times.

17 Q And when did you first see this  
18 document? And I don't mean a date, but just when in  
19 the process that we've talked about did you first see  
20 this document?

21 A As the company started maturing, there  
22 were two -- two pieces of paper that were introduced at  
23 a latter date and that was after this that we actually  
24 saw this piece of paper.

25 Q Turning back to Exhibit 3 with Mr.

1 Whisman's name on it, you see that second paragraph  
2 where it says "Your starting salary with ZF Batavia..."  
3 -- it continues and then it says "Former Ford employees  
4 joining the ZF Batavia team..." and it says summary  
5 attached. Do you see that?

6 A Mm-hmm.

7 Q Do you think that Exhibit 2, the tri-  
8 fold brochure that you've identified, was the summary  
9 that was attached to Mr. Whisman's letter?

10 A We did not have this with this when we  
11 turned -- when we gave them the offer.

12 Q Do you know what was attached?

13 A I can't -- I can't remember. There was  
14 like a -- like a letter, if I can recall right. I  
15 don't know exactly what was --

16 MR. SIMON: Mr. Hunter, do you know  
17 what document Mr. Saleh is talking about? I  
18 mean, is ZF or Ford taking a position on what  
19 was the summary attached? I mean, Mr. Saleh is  
20 the one who signed it so he's obviously the  
21 logical person for me to ask, and he seems  
22 unsure or at least he said that he doesn't  
23 think it's Exhibit 2.

24 MR. HUNTER: Yeah. I can't tell you  
25 what was attached. I'm not convinced that

1 anything was actually attached to them. I  
2 would represent that in the personnel files,  
3 for example, the copies that were kept by the  
4 company, there's nothing attached to them.

5 THE WITNESS: When I passed out the  
6 paper, there was no attachment to it that I can  
7 recall.

8 BY MR. SIMON:

9 Q Well, I thought you said just a second  
10 ago --

11 A There was a letter that was sent to us  
12 in the package, in the envelope, please take those  
13 offers to the employees and do this and this. And it  
14 was something that was given to me as -- as an  
15 attachment and the rest of it, I don't recall there was  
16 anything attached to this.

17 Q Okay.

18 MR. COOK: This is Deposition Exhibit  
19 3; is that what you mean?

20 THE WITNESS: Yes.

21 MR. COOK: I can't ask questions.

22 BY MR. SIMON:

23 Q I understand what you're saying. The  
24 letter to Mr. Whisman, you don't recall if there was  
25 anything actually attached to his letter that you

1 signed, right? Or you're unsure?

2 A I am unsure. Originally -- when we did  
3 the initial passing these letters to everyone, Exhibit  
4 3 as we referred to it, there were no -- nothing  
5 attached to them that I remember.

6 Q When Mr. Whisman or others signed the  
7 document, were you -- either for Mr. Whisman or any of  
8 the other people we've talked about, were you present  
9 when they signed it?

10 A No. With Mr. Whisman I can't remember.  
11 I can't tell. With the rest of them, they were  
12 supposed to sign the paper and take it back to labor  
13 relations and I pretty much found out whether they were  
14 going -- they were actually joining or not was from  
15 taking it back to salaried personnel. They didn't  
16 return -- some of them might have returned it back to  
17 my organization, but the majority of them took them  
18 back to HR.

19 Q When you say returned to your  
20 organization, they may have left it on your --

21 A Either gave it to me or they might have  
22 given it to their immediate supervisor.

23 Q Okay. And given your testimony, I just  
24 want to get some more details here. When you gave  
25 Exhibit 3 to Mr. Whisman or gave the same letter in

1 substance to Mr. Vories, would you have given it to him  
2 in his work area or did you call him into a conference  
3 room and talk about it and then give it to him? What  
4 was generally your practice there?

5 A At the beginning you asked me a  
6 question, if these people were my direct report. If  
7 you look at an old chart, they are not directly direct  
8 report to me. They -- I am the manager of the  
9 maintenance organization and we have a structure and  
10 they report to somebody who might second-tier report to  
11 me.

12 So typical procedure would say I give  
13 this piece of paper -- if Mr. Whisman worked for Ron  
14 Pearce, I might have given it to Ron Pearce to give  
15 him. Mr. Whisman, his paper was somewhat treated  
16 differently because he didn't go through the normal  
17 process. But what I would have done obviously at that  
18 time is, you know, each MPS or their immediate boss  
19 would probably have taken these papers from me and  
20 passed them out to them. That's typically the  
21 procedure, so --

22 Q For somebody like Teri Parker who  
23 you've testified that you talked to, when you talked to  
24 somebody like Teri Parker, you didn't have her letter  
25 in your hand, right?

1           A           No. Just conversation. She had the  
2           letter passed to her from her organization. So it  
3           wasn't me. I had nothing to do with her letter.

4           Q           Okay. I think you may have answered  
5           this. But do you remember actually reviewing this  
6           letter, which is Exhibit 3, with Mr. Whisman or similar  
7           letters for any of the other individuals?

8           A           If I did, the only individual might  
9           have been Teri Parker.

10          Q           Okay.

11          A           If I recall right, she -- she refused  
12          at first and I went back and got it back and tried to  
13          talk to her, trying to convince her to -- to rejoin.

14          Q           Since you, other than Teri Parker,  
15          didn't review the letter with these people, I suppose  
16          it's possible that when they received the letter  
17          through the bureaucratic channels, that there may have  
18          been a summary attached, as far as you know?

19          A           I did not see a summary and when --  
20          when I signed, I didn't have a piece of paper given to  
21          me.

22          Q           Okay. Somebody else could have  
23          attached a summary after you released the letters?

24          A           Again, I have never seen it, so --

25          Q           Okay. Moving to Plaintiffs' Exhibit 2

1       then, the tri-fold brochure, did you ever present  
2       Plaintiffs' Exhibit 2, the tri-fold brochure -- did you  
3       either present it to any of these people, did you ever  
4       go over the contents of the brochure with any of these  
5       people?

6               A           I don't recall ever doing that, no.

7               Q           The actual contents of it, though, you  
8       see on the first page it talks about the retirement  
9       benefits on the left-hand side generally?

10              A           That's true. Mm-hmm.

11              Q           And then we open it up and it has at  
12       the very top -- it's a little hard to see with the  
13       staple -- it says competitive compensation. Do you see  
14       that?

15              A           Mm-hmm.

16              Q           It mentions salary and then it goes on,  
17       annual incentive plan. Do you see all that?

18              A           That is correct.

19              Q           It also mentions a number of benefits  
20       that are listed there, such as we have the 401(k)  
21       savings plan on the far right. Do you see that?

22              A           Mm-hmm.

23              Q           Are these all -- is that a yes, Mr.  
24       Saleh?

25              A           Yes, sir. Yes. I'm sorry.

1                   Q           Thank you. Even though you, given your  
2                   testimony, may not have physically gone over this  
3                   document with any of these people, did you discuss  
4                   generally the package of compensation and benefits with  
5                   them before they made the decision to come over?

6                   A           No, sir. That was done by someone  
7                   else, not me.

8                   Q           When you talked to these people, you  
9                   talked about the opportunities they might have at ZF  
10                  Batavia, right?

11                  A           That is correct.

12                  Q           You talked about the new technology,  
13                  that sort of thing?

14                  A           That is correct.

15                  Q           And didn't you tell them that as far as  
16                  the benefits and compensation go, it's generally going  
17                  to be like what it was like at Ford?

18                  A           We were told that in a meeting, that  
19                  our compensation would be similar to -- we were  
20                  summoned to a couple of meetings and there was a lot of  
21                  talk and a lot of questions asked and a lot of things  
22                  answered. And there were two meetings, maybe three. I  
23                  can't remember. I attended only one of those meetings  
24                  and didn't attend the others. But those questions were  
25                  raised by many people and I don't remember or I don't



1 -- I wasn't part of the answer. But there were -- we  
2 knew exactly how our retirement was going to be  
3 affected from the meetings. We knew what the policy  
4 was going to be like. And we roughly had an idea what  
5 the work environment was going to be.

6 Q This meeting that you attended, was  
7 this one that -- there was a meeting that took place on  
8 May 27th where most of the salaried employees attended,  
9 based on the testimony in the case.

10 A Right.

11 Q A large meeting where Mr. Kehr was  
12 there, representatives from -- I think Lee Mezza was  
13 there, Charlie Corbet. Is this the meeting that you  
14 attended?

15 A That's -- that's one of the meetings.

16 Q Well, you said you attended one  
17 meeting. Were there other meetings?

18 A There were -- there were originally,  
19 when we -- we were Ford employees after the initial  
20 announcement. The company came down and they had  
21 several meetings with us in which they talked about  
22 general -- what are we -- you know, what we can expect.  
23 If you accept an offer with ZF and you stay here, what  
24 to expect, how the transition will take place. And if  
25 you don't, then, you know, we'll try to place you as

1 best as we can in a compatible position and these are  
2 the rules and regulations. And that's basically what  
3 transpired. There was two or three meetings that took  
4 place like so. And there was the major meeting that  
5 you're referring to in which ZF and Ford were  
6 represented in there and there was the roll-out of the  
7 -- what to expect and not to expect.

8 Q And I think before you gave that  
9 detail, you had started to say that you were told at  
10 this meeting that the package of compensation and  
11 benefits would be very similar to Ford's current  
12 package, right?

13 A That most of it would be similar to  
14 Ford, yes, some changes will take place. Like we knew  
15 going in that we weren't going to have the A plan, for  
16 instance. That would have been a change.

17 Q Just looking at -- what you were told  
18 in that meeting, does it pretty closely track what's in  
19 Exhibit 2 in the brochure?

20 A I would have to say so.

21 Q Like it says authorized overtime will  
22 be paid. Do you see that there in the upper left-hand  
23 column?

24 A Yes.

25 Q And they were told that at the meeting,

1 right?

2 A Yes, sir.

3 Q And did you remind people like Teri  
4 Parker and other people who you spoke with, did you  
5 remind them that overtime will be paid just as it was  
6 at Ford?

7 A I'm not sure I have ever used the word  
8 authorized. The words if you're forced to work  
9 overtime, I will pay you. That was -- that was  
10 probably what -- what I would have said. If I schedule  
11 you to work overtime, I will pay you.

12 Q Okay. And stopping there for just a  
13 second, Ford had a -- obviously that had been the  
14 policy of Ford is to pay their salaried employees  
15 overtime?

16 A Except for the casual time and the  
17 exempt people.

18 Q Well, were they exempt?

19 A The employees working in my  
20 organization?

21 Q Yeah. I mean, the non-hourlies, like  
22 Wayne Whisman, did you consider him to be exempt from  
23 overtime?

24 A No.

25 MR. HUNTER: Well, objection to the

1 extent that you're asking for the exemption  
2 status under FLSA. It's Mr. Saleh's opinion as  
3 to what he thought. I have no objection to  
4 that. But he obviously can't render --

5 MR. SIMON: He used the word --

6 MR. HUNTER: Understood. Just so  
7 that's clear.

8 BY MR. SIMON:

9 Q You said exempt. What did you mean by  
10 that?

11 A In Ford Motor Company when you reach a  
12 certain level of pay, you become an exempt employee.  
13 You -- you're expected to do your job as part of the  
14 management group and you're not compensated for working  
15 overtime. You work the number of hours you need to  
16 work to get the job done.

17 And we have, you know, the categories  
18 -- the category, as an employee of Ford Motor Company,  
19 if I was a maintenance supervisor, I was expected to  
20 put approximately 45 minutes of casual time. And if  
21 you were required or told you had to work the hours,  
22 you were paid for them.

23 Q At Ford the policy was that casual time  
24 was 45 minutes a day?

25 A It varied from -- from a half an hour

1 to 45 minutes. At times it was an hour. It would  
2 depend on -- it depended on the individual and the  
3 expectation of the job. I mean, if the job required  
4 you to be there and get a lineup from somebody and line  
5 somebody up at the end, we pretty much expected people  
6 to do the 45 minutes.

7 Q Okay. Generally, as you recall --

8 A I don't remember ever seeing it written  
9 in stone in Ford Motor Company, but that was the  
10 general understanding of us as an organization and we  
11 held people to that extent.

12 Q But your general understanding was if  
13 you worked a full hour beyond your eight hours, that  
14 that was typically compensated?

15 A If you were required to work the hour,  
16 yes.

17 Q Okay. Is that the current policy at ZF  
18 Batavia?

19 A If I schedule an individual to work  
20 beyond an hour, which I call that the lineup piece of  
21 it, if you may, the casual time, if you work -- if I  
22 request that you work more than -- than that hour, I  
23 will pay you for it, yes. That's the policy I have  
24 today.

25 Q Well, isn't the policy at ZF Batavia

1       that you have to work at least 10 hours in an eight-  
2       hour day before you get compensated for overtime?

3               A        If you work more than the hour required  
4       for what's -- what's considered casual time in my  
5       organization, I pay you for it.

6               Q        But isn't it true that if somebody  
7       works nine and a half hours today at ZF Batavia --

8               A        Mm-hmm. Mm-hmm.

9               Q        -- isn't it true that that hour and a  
10      half is not compensated, assuming that it was --

11              A        The half an hour is compensated. The  
12      original hour that is considered to be casual is not  
13      paid for. But if you present me with a time card with  
14      just a half an hour overtime on it and you say you  
15      started at 3:30 and you quit at -- I mean, if you  
16      started at 7:00 or 9:00 and quit at 5:30, I am not  
17      going to compensate you for -- for that half an hour,  
18      if that's what you're asking.

19              Q        All right. I just want to understand.  
20      At Ford if you worked an hour and a half beyond your  
21      eight hours and it was required by the supervisor, you  
22      were paid an hour and a half overtime, right? We're  
23      talking about the salaried people.

24              A        I would have to say no to that. In my  
25      practice years and in my management at Ford Motor

1 Company, that if you did an hour, you did not get paid  
2 for it. It was -- it was casual time. I mean, I was  
3 expected to get on my job a half an hour early and if  
4 it took a half an hour at the end of the shift to go  
5 and turn in my papers and change my shoes and tell my  
6 boss I did this and that and the other and walk out, I  
7 didn't get paid for that.

8 Q I thought you said that casual time  
9 was a total of maybe a half hour to 45 minutes, maximum  
10 an hour, at Ford.

11 A That's what I said, to the best of my  
12 knowledge. I have never seen it cast in stone, but  
13 that's basically the unwritten rule that we in Ford  
14 Motor Company played with.

15 Q The half hour, 45 minutes being the  
16 total casual time, including the time before and the  
17 time after your shift?

18 A That is correct.

19 Q So the policy was -- let's say, take  
20 the lower one, a half hour of casual time --

21 A Okay. Right.

22 Q So if the person worked an hour, they  
23 had worked an hour extra beyond eight hours, they had  
24 worked a half hour beyond the casual time --

25 A Right. So they get the half an hour

1 overtime. That's how it's supposed to work or that's  
2 how we interpret our responsibility toward the company  
3 to be.

4 Q Okay. So --

5 A Now, one thing I'd like to say and I  
6 want to go on record as saying, I don't know what other  
7 managers in Ford Motor Company did, but at least the  
8 environment in which I grew in, that was the common  
9 practice.

10 Q Right. And a lot of the people who  
11 joined ZF Batavia who are in this lawsuit, a lot of  
12 them worked in that same environment for you at Ford in  
13 1998 and 1999.

14 A At least where I worked, I thought that  
15 was what's appropriate to do.

16 Q All right. Let's just take -- let's  
17 make sure we're talking about the same thing. It's  
18 just an issue in the case. That's why I'm asking you  
19 about it.

20 If somebody works a total of 10 hours,  
21 and that's two hours beyond eight hours, okay, and  
22 assuming that it's authorized overtime, compelled  
23 overtime, what have you --

24 A Mm-hmm.

25 Q -- if they work 10 hours at ZF Batavia



1 today, how much overtime do they get paid?

2 A One hour.

3 Q And what about at Ford under your  
4 system?

5 A It should have been one hour when I  
6 worked for Ford Motor Company at the time too.

7 Q Do you know how much your casual time  
8 was under your policy when you were at Ford, what you  
9 enforced? Did you enforce an hour of casual time?

10 A If I tell an individual you have to  
11 work 10 hours for me, he worked 10 hours and got paid  
12 two hours of overtime. If he started a half an hour  
13 earlier than the 10 hours and a half an hour after  
14 those 10 hours to do his start-up and end of the day, I  
15 didn't count that as 11 hours. It was 10 hours.

16 Q And if you work 10 hours at ZF Batavia,  
17 typically then you'll be paid for one hour extra  
18 overtime?

19 A If I told you to work 10 hours, I don't  
20 tell you to work the casual time. I do not schedule  
21 casual time.

22 Q Right. But if you work the 10 at ZF  
23 Batavia, do you get paid for one or two hours?

24 MR. HUNTER: Steve, if I can interject

25 --

1 MR. SIMON: Well, I --

2 MR. HUNTER: -- I think there's some  
3 confusion here about casual time in terms of  
4 does your 10 hours count casual time? Are you  
5 saying 10 hours plus? Because I think there's  
6 a real disconnect here.

7 MR. SIMON: Well --

8 THE WITNESS: If I have a department  
9 running 10 hours and I tell a supervisor to  
10 come in and supervise this department for 10  
11 hours, I pay the supervisor two hours of  
12 overtime. He's also expected by me to arrive  
13 on the job a half an hour early and get a  
14 lineup and stay the extra 15 or 20 minutes to  
15 do the closure with the new group leader that's  
16 coming in if a group leader is going to come in  
17 to take over from that.

18 So the unwritten rule that was at Ford  
19 Motor Company, as far as I grew up and  
20 understood, is if the department is working 10  
21 and I was there the 10 hours in that  
22 department, I got paid the two hours of  
23 overtime, I came in on my own half an hour to  
24 get lined up or to get the start-up procedure  
25 from the individual who was before me there or

1           to initiate the department and at the end of  
2           the shift I went up and did a closure with my  
3           boss or -- that's how it worked.

4       BY MR. SIMON:

5           Q           Is the overtime policy on this issue  
6           about casual time, is it any different at ZF Batavia  
7           today than it was at Ford when you were there?

8           A           I think I've seen a policy at ZF. I  
9           haven't seen the policy at Ford.

10          Q           Focusing then on your practice when you  
11          were at Ford --

12          A           Right.

13          Q           -- is your practice at Ford the same as  
14          the current ZF Batavia policy on this issue?

15          A           Real close, yes.

16          Q           Were there any differences that you  
17          know of?

18          A           I have not seen the policy at Ford,  
19          again, but I've seen the policy at ZF. And the policy  
20          at ZF said you put an hour of casual time in and -- and  
21          you get paid beyond that.

22          Q           And you're saying that was your  
23          practice when you were at Ford?

24          A           The casual overtime policy -- I mean,  
25          my understanding of the casual overtime at Ford Motor

1 Company, depending on your job and your environment,  
2 was anywhere from a half an hour, minimum of a half an  
3 hour to as much as an hour.

4 Q Is there any difference between your  
5 practice at Ford on this issue of casual time and ZF  
6 Batavia's current policy?

7 A I don't think I -- I conduct it any  
8 differently myself, no.

9 Q And you're currently conducting your  
10 overtime policy in a consistent manner with ZF  
11 Batavia's written policy?

12 A To the best of my knowledge, yes. I  
13 have people working for me and they -- they do that. I  
14 only sign one time card in my organization or maybe  
15 two. And to the best of my knowledge, it is enforced.

16 Q Okay. And I think you had said when  
17 you had talked to some of these individuals, Wayne  
18 Whisman, others, you had mentioned overtime as a  
19 benefit that they would get at ZF Batavia, right?

20 A I did not. In the meeting that we  
21 attended we were told that scheduled overtime will be  
22 compensated.

23 Q And you understood that scheduled  
24 overtime would be compensated in the same way that it  
25 had been done at Ford?

1                   A           Yes.

2                   Q           Okay. Let me stay on this topic for a  
3 second. We might take a break in a moment.

4                               If, for example, someone like Mr.  
5 Vories has to work 12 hours because he has to come in  
6 four hours early to cover a person on vacation, does he  
7 get paid that four hours overtime at ZF Batavia?

8                   A           The policy is clear at ZF Batavia. You  
9 have to work the additional -- you have to arrive a  
10 half an hour early and leave a half an hour late.

11                  Q           But this is, I guess, a different  
12 situation where you come in four hours early because  
13 you have to cover for a person. In that situation do  
14 you get the four hours overtime?

15                  A           Again, the policy said if you are doing  
16 the work, you are physically -- here -- here is where  
17 there may be some -- some confusion and that you might  
18 not understand that I'm trying to tell you.

19                               If I walked into the plant on casual  
20 time, it starts when I start walking into the plant.  
21 It's covered under me changing my shoes, walking up to  
22 my department, reading a few pieces of e-mail and  
23 getting lined up. And when I was a Ford Motor Company  
24 employee, I did not put that on my time card and I  
25 didn't get compensated for it. And the same rule

1 applies at ZF today.

2 If you're asking me if I got -- if I  
3 pay the person from the minute they walk into the plant  
4 to the minute they walk out -- if I schedule the  
5 individual for 12 hours, I pay them for the 12 hours,  
6 he's expected to walk into the plant on his own time,  
7 change his shoes, put his clothes on, read his e-mail,  
8 talk to his associate to get acquainted with what he  
9 needs to do. That's what we refer to as casual time.  
10 He's not in the capacity serving as you're responsible  
11 for this department this minute.

12 Q Okay. I understand.

13 A The time he's responsible for that job,  
14 I pay him the overtime. That's the policy.

15 Q All right. So the policy is if someone  
16 works 12 hours and they're covering for another person  
17 for four of those hours, they also work casual time  
18 which they don't put down, they should get paid an  
19 additional four hours?

20 A That is correct.

21 Q That's the policy at ZF Batavia and  
22 that was your policy at Ford?

23 A That's how I understood the policy at  
24 Ford Motor Company. I was never given a piece of paper  
25 and say sign on the dotted line, this is what Ford

1 Motor Company's policy is. It was the common practice  
2 a good employee would do this and we held people to a  
3 certain standard in the manufacturing organization.

4 MR. SIMON: All right. Why don't we  
5 take just a short break.

6 (RECESS)

7 MR. SIMON: We're back on the record,  
8 Mr. Saleh. We took a small break. Do you  
9 understand you're still under oath, sir?

10 THE WITNESS: Yes, sir.

11 BY MR. SIMON:

12 Q Let's take a look at Plaintiffs'  
13 Exhibit 2 some more. This the tri-fold brochure. And  
14 it's your understanding that Plaintiffs' Exhibit 2 at  
15 some point was given to the salaried employees that  
16 transitioned to ZF Batavia?

17 A That is correct.

18 Q And you understood this brochure, this  
19 summary, to contain a set of promises from ZF Batavia  
20 of what the transitional employees could expect at ZF  
21 Batavia?

22 A That was the policy at the time. I  
23 don't know about promises were made. You know, this  
24 was the policy that was this is what we're going to do  
25 and --

1                   Q           Well, this is what when someone came  
2           over to ZF Batavia that they could expect that this  
3           would be their package of compensation and benefits,  
4           which is Exhibit 2?

5                   A           We understood it as this is our intent  
6           today. And, again, I'd like to go back on record one  
7           more time to say this piece of paper itself wasn't --  
8           wasn't around and I'm not -- I do not deny that it  
9           might have been part of something that looked  
10          differently or there were -- you know, some of these  
11          rules and regulations that you see on it, if you want  
12          to call them rules and regulations, are -- some of  
13          those things on it right now, they might have been on  
14          different documents, on a different piece of paper.

15                  Q           Well, let's turn to the second page of  
16          this, which has the three columns.

17                  A           Okay.

18                  Q           Starting in the upper left it has a  
19          section called salary. It says there that broad  
20          banding replaces salary grades, right?

21                  A           Yes.

22                  Q           And that has been the policy at ZF  
23          Batavia, which I guess was a change from Ford, that  
24          there would be broad banding instead of salary grades?

25                  A           That is a change.



1 Q And that has happened?

2 A That is correct.

3 Q All right. And so someone reading this  
4 also was advised that authorized overtime will be paid,  
5 right?

6 A That is correct.

7 Q And has that happened at ZF Batavia  
8 since 1999?

9 A To the best of my knowledge, in my  
10 organization -- and I can answer regarding my  
11 organization -- I paid the employees and anytime I --  
12 you keep calling it authorized overtime. I refer to it  
13 as scheduled overtime. I paid my employees for  
14 scheduled overtime, to the best of my knowledge, from  
15 day one till today, except for approximate -- either  
16 two or three weeks, I can't swear that it was three and  
17 I can't swear it was only two. I don't know. It was  
18 probably in two pay periods there was a weekend that I  
19 told people they had to work and did not pay them  
20 overtime. And typically our overtime -- our weekends  
21 are overtime.

22 So to the best of my knowledge today, I  
23 paid people according to policy and paid them overtime  
24 for required overtime and under the same rules and  
25 regulations that I -- I had back in the days of Ford

1 Motor Company or today in ZF -- in the ZF organization.

2 Q This period that you're talking about,  
3 does May 2002 sound right?

4 A Around that time frame.

5 Q Do you recall a meeting of the  
6 maintenance department, I think you or Milt Gross were  
7 there and Mr. Whisman and others, where you announced  
8 that you're going to work this weekend and the next  
9 weekend without being paid?

10 A Mr. Gross was the individual who held  
11 the meeting. I don't recall myself being in the  
12 meeting. But Mr. Gross does represent my organization  
13 and he did have -- he did have that meeting. I don't  
14 know exactly what was transpired, but that was the --  
15 the direction that Mr. Gross was given by me.

16 Q Okay. Who told you that they -- did  
17 somebody tell you that maintenance wouldn't be paid  
18 overtime for these particular weekends?

19 A Yes.

20 Q Who was that?

21 A My boss.

22 Q Which is Mr. Newark?

23 A Yes, sir.

24 Q What did Mr. Newark tell you was the  
25 reason for this?

1           A           We -- as a company, we can't afford to  
2           pay the overtime we're paying and we're going to  
3           require the people to get the job done for their -- you  
4           know, particularly on the weekend without paid -- paid  
5           overtime.

6           Q           And that was a change in policy as far  
7           as you knew at that point?

8           A           Yes, sir.

9           Q           Did he say anything else that you  
10          recall?

11          A           We talk every day. I mean, what do you  
12          mean?

13          Q           Well, he said that the problem was that  
14          they're having problems with budget paying the salaried  
15          people overtime and that to handle that problem they  
16          were going to have salaried people work on weekends  
17          without being paid; is that essentially what he told  
18          you?

19          A           That is -- that is correct. We had so  
20          many hours of overtime we could use and when we run  
21          out, we're not going to pay overtime was basically the  
22          general idea, the approach.

23          Q           And that's what you told Mr. Gross to  
24          tell the maintenance department?

25          A           Yes, sir.

1                   Q           Essentially that at that point there  
2                   was going to be a new policy that because of budgetary  
3                   problems weekend overtime would be mandatory and  
4                   unpaid?

5                   A           We had so many hours of overtime we  
6                   could use in the year and when you run out, you are not  
7                   going to use any more hours of overtime. The people  
8                   are going to have to work and get the job done with  
9                   their base pay.

10                  Q           Okay. And at that point -- and, again,  
11                  you think May 2002 may be correct?

12                  A           That's around -- around the time when  
13                  it did take place, yes.

14                  Q           And when you told Milt Gross to tell  
15                  the maintenance department about this policy, at that  
16                  point you already had used up everything in your budget  
17                  to pay overtime, so --

18                  A           That is not correct. We did not use  
19                  the entire amount of money that was left in the -- in  
20                  the pot, not just yet.

21                  Q           What kind of numbers are we talking  
22                  about? How much was left in the budget?

23                  A           Again, this is -- this is not cast in  
24                  stone. If I can recall right, it was anywhere between  
25                  \$80,000 and maybe \$100,000 left in the pot.

1           Q           If you had \$80,000 to \$100,000 left in  
2     the pot, why did you in May 2002 instruct the  
3     supervisors to work overtime on the weekend without  
4     being paid, as opposed to letting that \$80,000 to  
5     \$100,000 run out?

6           A           The fear on my part was if we asked  
7     people to work during holidays and you're going to take  
8     somebody away from their Mother's Day brunch, I guess,  
9     we need to -- to pay for that -- for that holiday, not  
10    a regular weekend or -- or an hour or two hours of  
11    overtime Monday through Friday. That was -- that was  
12    the conversation I had with my boss at the time when we  
13    got close to running out of funds for overtime.

14          Q           How long did that \$80,000 to \$100,000  
15    -- how long -- if you had continued to pay the people  
16    the time they worked on the weekends, how long would it  
17    have taken for the \$100,000 to run out?

18          A           Not long. It couldn't -- it couldn't  
19    have lasted a month.

20          Q           Okay. And then is there a point later  
21    in the year in 2002 where you would get a new budget  
22    that you could draw from?

23          A           No, sir.

24          Q           So once you ran out of that \$100,000 --  
25    which might have run out in a matter of weeks, is that

1 fair?

2 A Right.

3 Q -- then for the rest of 2002 you would  
4 have had no money in the budget to pay that overtime,  
5 weekend, right?

6 A That is correct.

7 Q And that's what ultimately was conveyed  
8 by you to Mr. Gross, which was conveyed to the  
9 maintenance supervisors?

10 A That is correct.

11 Q That for the rest of the year you were  
12 going to have to work some weekend overtime, not get  
13 paid, except for certain days we'll draw on the \$80,000  
14 to \$100,000 so we can make sure you're paid for certain  
15 holidays and things like that; is that fair?

16 A Yes.

17 Q Okay. Do you remember any other  
18 meeting besides the one that we talked about with Milt  
19 Gross where maybe you did attend the meeting with the  
20 supervisors in that same time period?

21 A Well, I've attended many meetings, but  
22 I don't know that this individual meeting I necessarily  
23 was in it. But, I mean, I was there, attended some of  
24 the meetings. And that meeting in particular, I don't  
25 remember being in it.

1                   Q           Do you remember any meeting where this  
2           subject was discussed in that time period in 2002?

3                   A           I was asked --

4                   Q           Where you were present?

5                   A           I was asked many times in different  
6           areas what the intent and what was the direction and  
7           why we're doing this and I probably answered the same  
8           way I'm answering you today.

9                   Q           And that may have been --

10                  A           So I don't deny me being part of this.  
11           I'm telling you it's --

12                  Q           I understand that. I'm just trying to  
13           place you at certain meetings if you recall. Would you  
14           have been at a group-wide meeting talking about this?  
15           Or you just don't recall?

16                  A           I have been in group-wide meetings, but  
17           I don't remember it was an overtime meeting. I don't  
18           know that I was in that one in particular. Again, I  
19           probably answered those questions to people when they  
20           asked me. I don't deny it took place.

21                  Q           Sure. That's all right.

22                  A           I just don't remember being in the  
23           overtime meeting.

24                  Q           That's okay. I just was wondering  
25           because someone might testify that you were at a group-

1 wide meeting talking about this --

2 A And that's -- that could be. That  
3 could be.

4 Q Okay. Are people paid for weekend  
5 overtime today?

6 A Yes, sir.

7 Q What changed, if anything, from the  
8 time of this May 2002 meeting until today that they're  
9 now paid weekend overtime?

10 A Immediately after the first two  
11 weekends in which we told people they had to work and  
12 we didn't pay the overtime, there was a concerted  
13 effort on -- on our part to try and rectify and fix the  
14 situation. And what I understood at the time from the  
15 accounting fraternity, that we went back to that  
16 organizations where there was overtime authorized --  
17 and because of the nature of the business, the  
18 maintenance organization worked weekends to fix the  
19 equipment they cannot fix Monday through Friday, and we  
20 have a higher requirement of overtime. They -- the way  
21 I understood what transpired is we drew some of the  
22 funds from the -- from the other organizations that  
23 didn't have the same demand and we -- we -- the way we  
24 approached it is we controlled the number of people  
25 that came in on the weekend to reduce our requirement



1 as far as the payroll is concerned.

2 So the way we started doing it is we  
3 would bring a lesser number of people on the weekend to  
4 do the work than we were doing in the past and control  
5 -- control the budget so that people that were, again,  
6 told they had to work, they were paid.

7 Q And you had conveyed to Mr. Gross that  
8 it wasn't just weekend overtime, it was all overtime,  
9 even during the week, that would be --

10 A All overtime. So we had an overtime  
11 budget and when we run out of overtime, any overtime  
12 worked would -- would not be paid for. You -- you  
13 revert back to your base pay.

14 Q And the issue of the weekends came up  
15 because it was further explained to them that you are  
16 going to work on the weekends and you're not going to  
17 get paid?

18 A For the two, maybe three -- two, I  
19 think it's two, but it could be three weekends we had  
20 people working, we did not pay overtime.

21 Q And one of the ways that you remedied  
22 this problem, you said, is that you took monies from  
23 other departments at ZF Batavia allotted for overtime  
24 budget and you moved it over to maintenance?

25 A What I was explained to by the

1 accounting fraternity.

2 Q Were there other departments in that  
3 time of May 2002 who were told, like in production,  
4 well, you've got the same problem here, overtime budget  
5 is about to run out and you're going to be in the same  
6 situation as maintenance?

7 A We -- in several meetings -- the  
8 material handling organization was close to being in  
9 the same category as maintenance because of the nature  
10 of their requirements as far as overtime is concerned.  
11 And then a little distance was the production  
12 organization and they were -- they were being warned to  
13 control it and reduce their number of people so they  
14 don't run into the same situation as the maintenance  
15 organization has.

16 Q When the maintenance supervisors  
17 learned about the situation with overtime, that it  
18 wouldn't be paid, I think you said people had come up  
19 to you and asked you questions and you answered.

20 A The same way I answered you today.

21 Q Mr. Whisman may have been one of them?

22 A Probably.

23 Q You understood that there were a lot of  
24 complaints in maintenance that they were going to have  
25 to work overtime and not be paid?

1 A I'm aware of that.

2 Q Okay. There was a lot of dissension?

3 A I understand that, too.

4 Q And did you have any concerns that  
5 someone in that group might bring a lawsuit over this?

6 A That was a possibility, obviously the  
7 employees' right.

8 Q And were you aware that a lawsuit then  
9 was filed, I believe, in June of that year, which is  
10 this lawsuit?

11 A I did not know exactly about the time  
12 that the lawsuit was filed. I -- I heard of the  
13 lawsuit at a latter date.

14 Q Have you ever reviewed a copy of the  
15 complaint in the lawsuit, which is --

16 A No, sir, I've never really seen it.

17 Q Did you review any documents in  
18 preparation for the deposition today?

19 A Did I review any documents in  
20 preparation? No. I was just informed by our HR group  
21 that I was deposed today. That was about a week ago.  
22 And just -- just a piece of e-mail, if that's what you  
23 --

24 Q And I don't want to get into this, but  
25 you had an opportunity to meet with Mr. Hunter before

1 the deposition?

2 A I did have an opportunity to meet with  
3 Mr. Hunter and he went over some of the -- the  
4 questions that may be asked of me, and that's -- that's  
5 the only thing that I --

6 Q You didn't review any documents during  
7 that time?

8 A I reviewed this document, and it would  
9 be Exhibit 3. He asked me if I have seen this and I  
10 said yes. He asked me if I understood what was in it  
11 and I said --

12 Q Well, hold on. I didn't want to go  
13 there. I don't want to get into communications you had  
14 with Mr. Hunter. I just was trying to see what  
15 documents you had looked at. But that's all you looked  
16 at?

17 A That's the only document I looked at.  
18 This one here. He -- he showed me these two documents  
19 is all he showed me.

20 Q Okay. That's it. That's fine.  
21 Nothing was disclosed there.

22 A I'm sorry.

23 Q I'm just trying to understand the  
24 timing of it. May 2002 there's the new policy, you're  
25 going to work overtime and not be paid. There's

1 grumblings, there's dissension and then a lawsuit is  
2 filed in June 2002. And then what you've told me is  
3 ultimately ZF Batavia worked it out so that the  
4 maintenance supervisors would be paid overtime, right?

5 A That is correct.

6 Q Did you ever draw a connection between  
7 the two, the filing of the lawsuit and the reversal in  
8 the change of policy on overtime?

9 A I am not aware of that. I don't know.  
10 I cannot -- I really cannot. If you're asking me if I  
11 know that the overtime issue initiated the lawsuit, I  
12 would -- I would have to answer no.

13 Q And I don't mean to put you in a  
14 difficult spot, but did anyone tell you that the  
15 lawsuit had something to do with the change in policy  
16 or did anyone give you any indication that because of  
17 the lawsuit they were going to reverse course on the  
18 overtime policy?

19 A No, sir.

20 Q No indication whatsoever?

21 A If -- if there was -- if that was in  
22 the background, I'm not aware of it.

23 Q Okay. Turning back to the brochure --  
24 and we're going to come back to that a number of times.  
25 You'll want to keep that one out.

1           A           Okay. I'll keep it open.

2           Q           Keep it open, yeah. The other ones you  
3           can probably put aside. And, again, this is Exhibit 2.  
4           This is the summary, tri-fold brochure. Where it said  
5           authorized overtime will be paid, I guess for at least  
6           a period of several weekends and several weeks or more  
7           that promise was not honored; is that fair?

8                       MR. VANWAY: Objection.

9           Mischaracterizes the witness' testimony. I  
10          think he said that these were not promises.

11          MR. SIMON: If we could keep the  
12          speaking objections to a minimum. If you want  
13          to make an objection --

14          MR. VANWAY: Let's keep the  
15          mischaracterization of the testimony to a  
16          minimum as well.

17          MR. SIMON: Well, I'm allowed to ask  
18          him questions. It's cross examination. He's  
19          certainly free to correct me or answer how he  
20          wishes. You can object to the form. Let the  
21          witness answer. I don't want a situation where  
22          the lawyer testifies. You made the objection.

23          Mr. Saleh, do you remember the  
24          question?

25          MR. HUNTER: I was going to say, can we

1 go back to the question?

2 MR. SIMON: Do you remember it, sir?

3 THE WITNESS: If I understood you  
4 right, you asked me if I did that for several  
5 weeks. And what I said, two, no more than  
6 three weeks and that's all I said. I did  
7 require people to work overtime, didn't pay  
8 them, and after that --

9 BY MR. SIMON:

10 Q And to be fair, it wasn't your  
11 decision, sir; you were told that from the top, right?

12 A That is correct.

13 Q And the fact that overtime wasn't paid  
14 for the period, that was one instance of a failure to  
15 honor a promise that the transitionals had been told  
16 about in 1999; is that fair?

17 MR. HUNTER: Objection to the form of  
18 the question.

19 MR. SIMON: Go ahead.

20 THE WITNESS: I -- I've never promised  
21 anybody anything. I -- I deviated away from  
22 the policy, if that's what you're asking.

23 BY MR. SIMON:

24 Q You didn't think that was -- did you  
25 think that the failure to pay the salaried people that

1 overtime for that period was a failure by ZF Batavia to  
2 honor a promise that they had made in 1999?

3 A Again, I don't know that ZF Batavia  
4 made promises. ZF Batavia is a business and --

5 Q Is it your --

6 A -- the policy was such that if I forced  
7 people to work overtime, I paid them, and for two  
8 weekends I did not.

9 Q Mr. Saleh, do you think that any of  
10 these statements on the summary brochure contain  
11 promises?

12 A It's a -- you might call it a contract,  
13 you might call it a guideline or -- now, you've got to  
14 understand something. I worked at Ford Motor Company,  
15 where Ford Motor Company, for example, paid me -- for  
16 every share of stock I bought from them, they gave me  
17 50 percent and when the company got into trouble  
18 financially, I didn't get anything. They just said  
19 hey, I'm sorry, I can't pay you the 50 percent on your  
20 stock. Is that a breach of their promise to me? I  
21 don't know. I mean, I don't consider that a breach of  
22 a promise. I -- the compensation the company pays me,  
23 if the company gets in trouble and can't pay it, I  
24 guess, that's -- I don't know what you call that.

25 Q Okay. Do you see where it says annual



1 incentive plan?

2 A Yes, sir.

3 Q And it says "Reward program based on ZF  
4 Batavia's success determined by product quality, timing  
5 and delivery of new and existing products and  
6 profitability." That's what it says there?

7 A Mm-hmm. Yes, sir.

8 Q And have the Ford transitional  
9 employees been paid an annual incentive plan bonus  
10 consistent with what is written on the summary?

11 A To the best of my knowledge, yes.

12 Q Well, wasn't there a period last year  
13 where AIP bonuses for the year 2001 that were handed  
14 out in 2002 were reduced for certain salaried employees  
15 because their departments had what some believed to be  
16 excessive overtime?

17 A I can assure you, on my side anyway,  
18 and I can answer to my -- my piece of it, I am not  
19 privy to everybody's, but I do see the numbers for my  
20 organization.

21 When they came through me and I was  
22 told to go through the paper and do what I thought was  
23 appropriate as far as rating, my recommendation was  
24 purely based on their performance and nothing else,  
25 both ZF and Ford employees. Now, whether they got paid

1           that amount or not, I don't know.

2                   Q           Why would someone -- are you saying  
3           there's someone who you might have designated as  
4           receiving X numbers of dollars as AIP bonus for the  
5           performance that you thought was excellent or adequate  
6           and that a decision was made elsewhere in the company  
7           that they wouldn't receive that bonus, even though they  
8           worked in your department?

9                   A           I was handed a piece of paper with AIP  
10          on it for individuals with recommendation. And because  
11          I give my organization guidelines to follow and measure  
12          their performance to a certain standard, I measured  
13          their performance for the AIP and I made the  
14          recommendations and turned it into my boss. Beyond  
15          that point, I don't know what happened. I did not -- I  
16          did not see what they actually received in a bonus.

17                  Q           Did you ever hear from anyone,  
18          including the salaried employees themselves, that their  
19          AIP bonus was cut because someone told them that their  
20          department had too much overtime?

21                  A           I heard hearsay rumors, yes.

22                  Q           Did Mr. Whisman tell you that?

23                  A           Several people said that to me, not  
24          just Mr. Whisman. If Mr. Whisman said it to me, I  
25          wouldn't deny he said it to me.

1           Q           And what they told you was -- and I  
2           understand you might not remember specific  
3           conversations, but they told you "Hey, my AIP bonus was  
4           cut because somebody told me I worked too much overtime  
5           or my department worked too much overtime"?

6           A           There were -- there were some people  
7           that complained, "Hey, you told me I had to work  
8           overtime. Why am I penalized for it?" And I -- I  
9           really -- you know, it's -- I don't get to see their  
10          checks. It's not company policy to -- I mean, I don't  
11          have access to their AIP amount.

12          Q           What did you tell them when they told  
13          you this happened?

14          A           I was -- I couldn't answer the  
15          question. I mean, obviously I didn't know whether it  
16          was really true, the extent of what their -- what their  
17          results were and I don't know.

18          Q           Well, did you investigate to find out  
19          if what they said was true?

20          A           I didn't think it was my place to do  
21          that. If -- if they had a -- if they had a question or  
22          an issue, they could go to HR and complain about it.  
23          My piece of that was done based on what I always have  
24          done historically.

25          Q           Did it bother you that you had made

1 recommendations for certain people's AIP bonuses and  
2 that they were apparently, from what you've heard, cut  
3 because somebody had worked overtime?

4 A It would obviously bother me if  
5 somebody changes the values that I put on a piece of  
6 paper, but I don't know that it did take place. I  
7 mean, I heard a lot of rumors, a lot of people talked  
8 about it, a lot of people complained about it, but I  
9 did not see the AIP finalized piece of paper and what  
10 the individuals got paid. That's in my organization  
11 only, what I'm saying is true.

12 Q I mean, did you think it was fair that  
13 their bonuses would be cut because they worked too much  
14 overtime? Did you personally think it was fair?

15 A Personal opinion, if I force somebody  
16 to work overtime, I shouldn't hold that against them,  
17 if it's my -- my -- if you're asking me my personal  
18 opinion.

19 Q Did you think that that occurring --  
20 and I understand you're saying you don't firsthand know  
21 that it happened, but if somebody's AIP bonus was cut  
22 because they worked too much overtime, do you think  
23 that's at least inconsistent with what's in the  
24 statement in the brochure about AIP?

25 A I never interpreted it to be if I tell

1       you to work overtime, I'm going to cut your AIP. I --  
2       I did not interpret this piece of paper to be as such.

3               Q       Okay. And you understood that in 1999  
4       when people came over to ZF Batavia, one of the  
5       benefits that was described either by you personally or  
6       at a meeting you attended, the company had described an  
7       annual incentive plan?

8               A       Yes, sir.

9               Q       It was one of the benefits of joining  
10      the company?

11              A       Yes, sir.

12              Q       It was for you as well?

13              A       Yes, sir.

14              Q       Okay. Where it says merit increase  
15      program, it says "A merit program is established and  
16      the amount will be announced annually." That's right,  
17      correct?

18              A       That is correct.

19              Q       Has anyone ever told you that merit  
20      increases were going to be reduced for ZF transitional  
21      -- excuse me, for Ford transitional employees so that  
22      their salaries would be more in line with ZF new hires?

23              A       Specify your question a little bit more  
24      for me, a little closer to at the beginning, in the  
25      middle, at the end. When -- what are you -- what are

1       you asking me about what --

2               Q       Well, we'll start from the beginning  
3       when you first joined ZF Batavia and then we move into  
4       2000, were your people given merit increases?

5               A       Yes, sir.

6               Q       And did that happen in subsequent  
7       years, 2001, 2002?

8               A       Every year.

9               Q       Starting with 2000, did anybody  
10       indicate to you from ZF Batavia or Ford that they  
11       wanted to make sure the merit increases went down over  
12       the years so that the Ford transitional employees'  
13       salaries were consistent with ZF new hires? In 2000  
14       did that happen?

15              A       Yes.

16              Q       Who told you that?

17              A       The piece of paper I received from the  
18       company to -- to do the merits for my employees showed  
19       on it a column that would say there is a different  
20       merit recommendation that was for the Ford employees --  
21       for the Ford transitional employees versus the ZF  
22       employees.

23              Q       And this was regarding merit increases?

24              A       That was regarding merit increases.

25       Did I abide by it or did I pay the merit based on what

1 was recommended to me? The answer to that is no, in my  
2 organization at least. My understanding was I -- I did  
3 the paper, I did it based on their -- on everyone's  
4 performance, and returned it again through the proper  
5 channels, but I did it based on performance, not what  
6 was recommended on the paper to me.

7 Q Now, where did the paper come from?

8 A Through the HR channels, with  
9 guidelines on how to apply merit increases for  
10 employees.

11 MR. SIMON: Mr. Hunter, have we  
12 received that document? I don't think we have.

13 MR. HUNTER: I'm not familiar with such  
14 a document.

15 BY MR. SIMON:

16 Q Well, since we don't have it in front  
17 of us, let me just go over some of those details. It  
18 was from HR. Was it in a memo form?

19 A Well, there was a piece of paper that  
20 explains the rules and regulations of the company and,  
21 you know, merit should be decided based on these rules  
22 and regulations. And this piece of paper had the names  
23 of the employees reporting directly to me, their  
24 salary, and there was a recommended merit increase for  
25 the salaried individuals and a column that my

1 organization would decide on -- we have a pot of money,  
2 a certain amount. We divide that by percentages or a  
3 dollar value for the employees. And the approach I did  
4 was I looked at their performance and divvied the merit  
5 increase accordingly.

6 Q But there was something in the document  
7 that indicated that if you were a Ford transitional,  
8 the approach was different than if you were a ZF new  
9 hire in terms of the merit increases?

10 A The recommendation in the document was  
11 as such.

12 Q And did it specifically say that Ford  
13 transitional, the merit increases should be lower?

14 A Yes.

15 Q And did it explain the rationale for  
16 that?

17 A If you recall in the conversation  
18 earlier, in this package there was something called a  
19 broad band way of paying people, and what we were told  
20 is we want to bring the people into that band.

21 Q Well, let's just use some numbers. You  
22 said bring them into that band. Let's say someone was  
23 making \$50,000 and they were a Ford transitional. What  
24 would the recommendation have been then on this piece  
25 of paper you've described?



1                   A           It's a certain percentage of their pay.

2                   Q           Okay. But you're saying they would try  
3 to get them into a lower band or to put them at a  
4 different position in the current band?

5                   A           A Ford transitional employee has a  
6 higher cap as far as their allowable salary to be than  
7 a ZF employee. And the only thing I -- you know, I  
8 know of is the recommendation in the paper was such,  
9 but it was not dictated to us to do anything on the  
10 paper.

11                  Q           But it was recommended?

12                  A           It was recommended but left up to me to  
13 put the final number on it. And I put the final number  
14 on it, to the best of my knowledge, and returned it.  
15 Now, whether what I put on the paper went through or  
16 not is something I cannot -- again, I'm not a  
17 policymaker. I just follow the policy rules and  
18 regulations. The policy never said to pay a  
19 transitional employee less than a -- than a ZF  
20 employee, but the paper did have on it a recommendation  
21 for a Ford employee that appeared, when you looked at  
22 it, to have a lesser value than a ZF employee.

23                  Q           Okay. And you were kind of surprised  
24 to see that document?

25                  A           I was surprised to see that document,

1       yes.

2                   Q       I mean, in your mind if you had known  
3       that that was going to be the policy, if you had known  
4       that in 1999, you may have questioned your own decision  
5       to come to the company?

6                   A       I don't fall under the same category as  
7       the individuals in -- in the situation you're asking  
8       about. My contract is different and, to the best of my  
9       knowledge, the company did not mistreat me in any shape  
10      or form as far as -- I don't know of any inappropriate  
11      anything towards me, so --

12                  Q       I understand. But after you saw this  
13      document, you wondered whether the Ford transitional  
14      people below you who came over -- you wondered whether  
15      if they had known that this was going to be the policy,  
16      whether they would have joined in 1999; is that fair?

17                  A       Again, as far as I'm concerned, some of  
18      the people in my organization got higher raises than  
19      the ZF employees if their performance was as such.

20                  Q       Despite this recommendation?

21                  A       Despite the recommendation. The  
22      recommendation was never given to me as a policy.

23                  Q       Did you ever tell Pam Blanco about this  
24      document?

25                  A       Did I ever tell her about this

1 document?

2 Q Yeah.

3 A She asked me if -- if I've seen that  
4 and I said yes.

5 Q Did you have some conversation with Pam  
6 where you said, you know, "If you had known about this  
7 document in '99, you may not have joined the company"?

8 A Pam asked me if I've seen the document.  
9 I said yes. She asked me if I knew about that document  
10 in 1999 and I said no.

11 Q When was this conversation?

12 A I don't know. Maybe three, four, five  
13 months ago, six months ago. I can't remember exactly.

14 Q Well, during the conversation she  
15 related that she may not have joined the company if she  
16 had known about that?

17 A Yes.

18 Q And you told her in so many words that  
19 that made sense?

20 A Again, I don't know what her merit was.  
21 I know what was made as a recommendation by my  
22 organization based on her performance. She's got an  
23 immediate boss who wrote her performance and whatever  
24 her rating was, she had a merit increase. Whether that  
25 merit increase was what was recommended and received or

1        what was recommended by me, I do not know. I do not  
2        know what was Ms. Blanco's recommended final merit and  
3        if it's in line with what I turned in. I turned it in  
4        based on her performance by her immediate boss.

5                        She asked me if I saw a document that  
6        shows that the recommended value for the Ford  
7        transitional employees was one and a half percent less,  
8        and I said I have seen a document like this. She asked  
9        me if I knew when I was asking her to join the company  
10       that was the intent, and I said no. That was the  
11       intent of the conversation between me and her. She  
12       asked me if I was under the same umbrella, and I said  
13       that's -- that's personal and I don't fall under the  
14       same contract she's under or the same rules she's  
15       under.

16                    Q        Did you tell Pam that either this  
17       document or maybe a different document that you had  
18       seen after '99 made you question whether you had made  
19       the right decision to join the company?

20                    A        If I did about myself having questions  
21       about me joining the company or not, I -- I don't  
22       remember that. I'm not denying I might at some point  
23       in time have been, you know, questioning my wisdom in  
24       making the transition. That comes up almost every day  
25       in my life. I don't know whether I did make the right

1 decision or not, but --

2 Q And what makes you think you didn't?

3 A I didn't say I didn't. I said you  
4 can't help but wonder, leaving a company like Ford  
5 Motor Company and coming to ZF, whether it was the  
6 right thing to do or not. I mean, there are emotions  
7 and you go up and down in your -- in your thoughts.

8 Q Okay. Since 1999 have you see any  
9 other document, other than the one you've described,  
10 that gave you pause about whether either your decision  
11 to join the company was a good one or whether, had the  
12 other Ford transitionals seen the document, you  
13 wondered whether they would have joined? Is there any  
14 other document out there that you've seen like that?  
15 You've described this one. I wondered if there's  
16 others.

17 A I -- I can't remember. I honestly  
18 can't remember anything that was directed in a policy  
19 form or a document that would say we should mistreat  
20 the Ford transitional employees. Again, I'm not a  
21 policy maker. I'm on the receiving end.

22 Q Have you seen any other documents that  
23 would show that ZF Batavia wants to have a different  
24 policy in terms of merit increases or perhaps some  
25 other benefit or term of compensation such that the

1 transitional benefit or compensation is different than  
2 the new hire? You've described one such document. Are  
3 there other documents you've seen like that? Did you  
4 understand my question?

5 A I'd like you to clarify it just a  
6 little bit.

7 Q Sure.

8 A I understood, but I'm not totally sure  
9 100 percent exactly what you're asking me between the  
10 new and the transitional. Are you referring to --

11 Q I'm referring to -- you have the Ford  
12 transitionals, those are people that were with Ford and  
13 joined ZF Batavia in 1999.

14 A That is correct.

15 Q And then 2000 forward people have  
16 joined the company and I'm calling them ZF new hires.

17 A Okay.

18 Q All right. You've said that this  
19 document that had to do with merit increases, on your  
20 review of the document, it had a different  
21 recommendation for a merit increase depending on  
22 whether somebody was a Ford transitional or --

23 A It absolutely was not a recommendation.  
24 It was a cap I called it, if you'll recall in the  
25 earlier conversation. As a Ford transitional employee,

1       you have a different cap. And if you look at the --  
2       the structure of the wages at the ZF LLC company, it  
3       would say, for instance, an MR role might end up at  
4       \$100,000 as just an example, and the Ford transitional  
5       employee will be higher than that. Their -- their  
6       maximum cap could be higher than that. A person who  
7       transitioned from Ford to ZF could be paid more than  
8       \$100,000 if they were management role people. That's  
9       what the intent of the paper was, the cap, the upper  
10      limit of your GSR would be higher for management and  
11      for GSR people.

12               Q       What was the one and a half percent  
13      that you referenced?

14               A       That was part of the yearly merit  
15      increase that the company recommended for people. Some  
16      people got three, some people two, some people four.

17               Q       I guess I'm lost a little bit. We  
18      don't have the documents. I thought the paper showed  
19      that the merit increase should be lower for the Ford  
20      transitionals than the ZF new hires. That was the  
21      recommendation?

22               A       That was the recommendation. I have so  
23      much money in that pot to divvy to people and they  
24      recommended that I give a Ford transitional employee  
25      one and a half percent less than -- than the ZF

1 employee. But that -- that was not a policy. That was  
2 a recommendation.

3 Q I got you.

4 A And as long as I followed the general  
5 rules of how much you can maximum pay someone and what  
6 the minimum is, I could give the individual the money,  
7 as long as I don't exceed the initial cap set by ZF and  
8 Ford at the time for a ZF transitional employee versus  
9 a ZF employee.

10 Q Okay. Did you ever see any other  
11 document that differentiated between this is what the  
12 merit increase is going to be, this is what the AIP  
13 bonus is going to be for Ford transitionals versus ZF  
14 new hires? Did you ever see that distinction made on  
15 any other document?

16 A I've seen a piece of paper that was  
17 part of minutes from a meeting that took place  
18 somewhere in the company to talk about the strategy to  
19 why we do this.

20 Q You saw a document that explained the  
21 strategy you said?

22 A The intent of -- of bringing the Ford  
23 transitional employees' wages more in line with a  
24 general ZF employee.

25 Q Do you know what meeting that was? You



1       said minutes of a meeting.

2               A           I -- I can't remember. It's probably a  
3       couple years ago. I can't -- I mean, I can't recall  
4       what's in it. I just remember seeing something.

5               Q           Do you remember if it explained what  
6       the strategy was?

7               A           To have the employees making roughly  
8       the same amount of money was the intent of it.

9               Q           Had you ever heard in 1999 at one of  
10      the meetings you attended or any private conversations  
11      that that was ZF Batavia's intent, to have the Ford  
12      transitionals ultimately make the same amount of money  
13      as ZF new hires?

14              A           No, sir, I did not.

15              Q           So when you heard this in 2000, that  
16      was news to you?

17              A           That is correct.

18              Q           Do you think that contradicts what the  
19      Ford transitionals had been told in 1999?

20              A           Yes.

21              Q           Let me just show you Exhibit 4. This  
22      was from an earlier deposition. There you go. Exhibit  
23      4 is probably a 20-pages-long document. It says  
24      Meeting Held May 27, 1999. You can take as much time  
25      as you need to familiarize yourself with this, Mr.

1 Saleh. My question to you is whether you think you  
2 attended these meetings.

3 A This is the piece of paper that I said  
4 the only thing that I've seen prior to turning those  
5 papers, the Exhibit 3, to the employees, that's the  
6 only piece of paper I have seen that talked about -- I  
7 said I didn't see this exhibit, I don't know, Exhibit  
8 2.

9 Q The summary, yes.

10 A And this was a piece of paper that was  
11 shared with us in the meeting that I attended.

12 Q So you attended a meeting on May 27th?  
13 I understand there was one in the morning and one in  
14 the afternoon.

15 A There were several meetings.

16 Q And you attended one of them at least?

17 A Yes.

18 Q And was Exhibit 4 in some form or  
19 another handed out? Was there hard paper distributed  
20 at the meeting that you recall?

21 A There were people that asked for it,  
22 yes. They said they would give it to us and eventually  
23 it was brought back and given to us, yes.

24 Q Including yourself?

25 A I think I own one.

1           Q           Were these documents -- I understand if  
2           you don't specifically recall, but you see there's  
3           charts and that sort of thing in this document.

4           A           I'm well aware of what's in it.

5           Q           Were they put on slides?

6           A           Yes, they were.

7           Q           Let's turn to what's number six there,  
8           one page back from where you are. Do you specifically  
9           recall the overtime being discussed at the meeting?

10          A           Yes, sir.

11          Q           Do you remember Tony Deshaw?

12          A           Yes, sir.

13          Q           Had you known him prior to 1999?

14          A           Just -- not -- not personally.

15          Q           Had he worked for Ford?

16          A           I --

17          Q           You're not sure?

18          A           I'm not sure.

19          Q           Okay. Do you recall him talking about  
20          the overtime?

21          A           Yes, I do. I remember one of the  
22          gentlemen talking about it. I don't remember the exact  
23          name you're talking -- that you're referring to, you're  
24          referencing in your conversation. But I remember at  
25          the meeting there were representatives of Ford Motor

1 Company or at least they identified themselves as such.  
2 And we had people from ZF side in the meeting. And  
3 these papers were on slides when the presentation was  
4 made.

5 Q Had you heard conversations, discussion  
6 in the plant before this May 27th meeting, that the  
7 salaried people really wanted to hear from some Ford  
8 people before they made the decision to come over?

9 A That did happen, yes.

10 Q Many different conversations you heard  
11 that sentiment?

12 A Yes.

13 Q Okay. It was important to you as well?

14 A Absolutely.

15 Q This overtime policy that we're looking  
16 at which is Bates stamped 6 of this exhibit, Depo  
17 Exhibit 4, this fairly sets forth the rates that then  
18 the ZF Batavia salaried employees were paid for  
19 overtime as far as you know?

20 A Yes.

21 Q And I guess it's gone up a little bit  
22 over the years?

23 A Yes.

24 Q Were the rates that are set forth on  
25 this document Bates stamped 6, was that, as far as you

1 recall, consistent with Ford's?

2 A Yes, sir.

3 Q Did someone say during the meeting  
4 that, look, guys, women, it's going to be just like --  
5 it's going to be like it was at Ford. These are the  
6 rates you're going to be paid, overtime is going to be  
7 paid?

8 A That's the impression we got out of the  
9 meeting with, yes.

10 Q Okay. To your knowledge, has Ford's  
11 overtime rate for salaried people gone up, to your  
12 knowledge?

13 A I have not -- I'm not privy to anything  
14 Ford Motor Company does anymore, so --

15 Q All right. But it was your  
16 understanding at the meeting that the overtime rates  
17 would go up in a consistent way that Ford's would go up  
18 for the salaried employees?

19 A History would say that, yes.

20 Q That was your expectation?

21 A Yes.

22 Q Okay. I think that's all we have with  
23 4. You can put that one aside unless I think of  
24 another question, Mr. Saleh.

25 This is Plaintiffs' Exhibit 9. And,

1       again, these were exhibits at other depositions.

2                       MR. COOK: Deposition Exhibit 9.

3                       MR. SIMON: Deposition Exhibit 9. I  
4       think, Mr. Hunter, we're hoping that when you  
5       take depositions, can we just continue the same  
6       numerical sequence?

7                       MR. HUNTER: That's the expectation,  
8       yes.

9                       MR. SIMON: Okay. Excellent.

10       BY MR. SIMON:

11               Q       Have you seen Deposition Exhibit 9  
12       before, Mr. Saleh?

13               A       No, I have not.

14               Q       You see it has 2000 AIP Award at the  
15       top?

16               A       Yes, sir.

17               Q       And you see that it has the different  
18       percentages for Ford transitional and then it says ZF  
19       underneath each, for each of the three positions, AC,  
20       GSR, MR?

21               A       Yes, sir.

22               Q       And you see that the percentage of the  
23       award is lower for each category for the Ford  
24       transitional as opposed to the ZF?

25               A       That is correct.

1           Q           Has anyone ever told you that the AIP  
2           bonus percentages are lower for Ford transitional as  
3           compared to ZF new hires?

4           A           No, sir.

5           Q           This is news to you?

6           A           This piece of paper is news to me, yes.

7           Q           That policy, as it's reflected in  
8           Exhibit 9, that is news to you?

9           A           I can't see where it says on it it's a  
10          policy. I don't know that this is a policy.

11          Q           No one has ever told you before today  
12          that when they compute AIP award bonuses, that there's  
13          a different percentage depending on whether you're a ZF  
14          new hire or Ford transitional?

15          A           I was not told that, no, sir.

16          Q           Are you surprised to hear that?

17          A           As far as my piece of it is concerned,  
18          I'm surprised. That's the first I've ever seen this.

19          Q           Okay. This is Deposition Exhibit 16.  
20          Have you ever seen Deposition Exhibit 16 before, Mr.  
21          Saleh?

22          A           Yes, sir, I have.

23          Q           And does this reflect a notice, I  
24          guess, in August of 2001 regarding a new policy for  
25          salaried employees coming in and out of the plant?

1           A           Yes, sir.

2           Q           Is it your understanding that following  
3           this notice, the policy is with salaried employees that  
4           they have to swipe in and swipe out with a card, using  
5           an electronic card system, when they're leaving and  
6           exiting the plant?

7           A           Yes, I'm aware of that. The same rules  
8           apply to me.

9           Q           Okay. Now, is it my understanding that  
10          hourly employees don't have to use these cards when  
11          they exit the plant?

12          A           That is correct. They have -- they  
13          have an hourly contract.

14          Q           Has anyone ever explained why there was  
15          this -- other than what's in this document, has anyone  
16          ever explained to you why this policy was instituted?

17          A           We were told the plant is going to be  
18          -- going to apply for the foreign trade zone -- as a  
19          foreign trade zone to gain the ease of delivery of  
20          equipment and for -- for certain tax benefits, and part  
21          of the requirement is the company had to account for  
22          who is on the premises or not.

23          Q           Had someone told you that they also --  
24          as part of the foreign trade zone rules, that they had  
25          to make sure that someone -- they knew when someone



1 checked out as well?

2 A I can't remember what the check-out  
3 piece of it is. I know we were told we are required to  
4 check out, but I don't remember the reason why.

5 Q Is it your understanding that human  
6 resources uses these readouts of when someone checked  
7 in and checked out, that they cross-check those against  
8 time cards to see if the person is in the plant?

9 A I think you ought to direct that  
10 question at HR.

11 Q Okay. Have you ever expressed a  
12 concern that you have these salaried employees who  
13 they're keeping close tabs on actually what minute they  
14 check in and check out of the plant?

15 A I am not aware of any and no one ever  
16 told me that my employees are doing that, so --

17 Q You've never expressed a concern about  
18 this policy?

19 A For punching in and out?

20 Q Yes.

21 A I -- I didn't think it was a problem.  
22 I had that prior to ZF. When I had to go into the  
23 plant, I had to use a card to go in. When I worked at  
24 the other plants, I had to use the card to open the  
25 gate and -- open the gate and close the gate when I got

1 out. I didn't think it was a big deal and I don't know  
2 that it's a big deal, as far as I'm concerned, today.

3 Q All right. And I told you that we were  
4 going to keep going back to Plaintiffs' Exhibit 2, so  
5 --

6 A Okay. It's right here, still open.

7 Q You can put the other documents to the  
8 side. Plaintiffs' Exhibit 2, this is obviously a copy  
9 of a tri-fold brochure. Do you remember how it was  
10 folded when it was given to you, if at all?

11 A It was one, two, three folds. It was  
12 like -- you can -- you can -- right here --

13 Q Well, where it says Plaintiffs' Exhibit  
14 2, you understood that the ZF logo, that was obviously  
15 the first page?

16 A That is correct. I can't remember  
17 whether it was inside or on the outside. I can't  
18 remember.

19 Q Okay. But as we look at the second  
20 page, perhaps where it says salary on the left, that  
21 may have been part of the first page that you opened  
22 up?

23 A Okay.

24 Q But you're not sure?

25 A I can't remember exactly.

1                   Q           Was it actually one piece of paper, the  
2 brochure? Do you remember if it was more than one  
3 page?

4                   A           It was one piece of paper.

5                   Q           Folded up, a tri-fold?

6                   A           Right.

7                   Q           All right. I just wanted to nail down  
8 that detail with you. Looking at some of the other  
9 terms of compensation and benefits set forth here, do  
10 you see where -- let me see if I can find it. Do you  
11 see where it says "Leaves" in the second column at the  
12 very bottom, where it says "Personal or sick"?

13                  A           Yes, sir.

14                  Q           It says "Up to five days may be used  
15 for sick"?

16                  A           Yes, sir.

17                  Q           Was that policy changed for a short  
18 time regarding the maximum number of personal or sick  
19 days you could receive?

20                  A           As far as I remember, yes.

21                  Q           Also the funeral leave, was that also  
22 changed to be something less than three days of leave?

23                  A           Yes, sir.

24                  Q           Was that last year, as you recall, that  
25 that policy was changed?

1           A           If I remember right, yes.

2           Q           Did you express a concern that that  
3           change in policy was inconsistent with what was on this  
4           brochure?

5           A           I don't understand exactly what you're  
6           asking me. Did I have a personal concern with that or  
7           did I -- did I --

8           Q           Did you tell somebody that, hey, wait a  
9           minute, the brochure that people were given in 1999  
10          says three days for funeral leave?

11          A           I never had that conversation with  
12          anybody. Nonetheless, I had my personal, you know,  
13          concern over the fact that I didn't have the same  
14          number of days for a death in my wife's family. That  
15          was the thing I was concerned with, my personal. But  
16          never really went to anybody and said "Hey, look, this  
17          is what you committed to me. What are -- you know, why  
18          are you..." -- I've never done that or questioned it.

19          Q           With the funeral leave the change in  
20          policy apparently affected you because you had to  
21          attend a funeral, I understand?

22          A           No. It was just a concern.

23          Q           Oh, I see, a concern. All right. Did  
24          anyone else in the company, any other salaried people,  
25          come up to you and say "Hey, wait a second, Hassan.

1       They told us three days funeral leave, five days  
2       personal or sick in 1999 and then they changed it"?

3               A       Many people complained about that, yes.

4               Q       Did you think it was a valid complaint?

5               A       I think, yes, it is a valid complaint,  
6       my opinion. This is my personal opinion. I don't know  
7       how does that reflect on the policy of a company or the  
8       needs of a company. But if you're asking me about my  
9       personal opinion, I have my own standard in life and I  
10      like certain things and dislike certain things and I  
11      would like to have more days if I had a funeral on my  
12      wife's part, but that's my personal preference, I  
13      guess.

14              Q       Is it your recollection that those  
15      changes had been made prior to this lawsuit being  
16      filed, do you remember?

17              A       I don't know exactly when the lawsuit  
18      was -- I said that earlier. I don't really know when  
19      the lawsuit was -- was filed and I don't know whether  
20      this was prior or after. I have -- I guess you can --  
21      you know, you ought to be asking somebody else in HR  
22      about these things.

23              Q       I understand. You ultimately did find  
24      out about the lawsuit last year at some point, right?

25              A       Yes. That is correct.

1                   Q           And you knew at that time that they had  
2           had the period of time where overtime wasn't paid,  
3           right?

4                   A           I was part of the policy enforcement of  
5           the -- so, I mean --

6                   Q           You were aware of that?

7                   A           Yes.

8                   Q           And you were also aware apparently of  
9           this document regarding the merit increases, right?

10                  A           Yes, sir.

11                  Q           And you were aware that they had  
12           limited the amount of funeral leave, right?

13                  A           Yes, sir.

14                  Q           And you were aware that they had  
15           limited the amount of sick or personal leave?

16                  A           Yes, sir.

17                  Q           And you understood that the lawsuit on  
18           some level had something to do with those changes?

19                  A           I heard there were things in the  
20           lawsuit that would address most of these issues.  
21           That's what I heard, but, I mean, I don't know exactly  
22           what the lawsuit is all about, so, I mean, I --

23                  Q           Well, I just mean in that vein you  
24           weren't surprised by the lawsuit?

25                  A           No.

1 Q You agree with me?

2 A I -- I wasn't surprised by the lawsuit,  
3 if that's what you're asking me.

4 Q Had you been aware that people had  
5 complained to HR about these issues, specifically Len  
6 Sennish?

7 A I'm trying to remember. But at one  
8 time -- only one time Mr. Sennish talked to me and said  
9 one employee had concern. I can't remember about which  
10 -- which piece of that. But, I mean, I -- I was never  
11 aware or there was never any -- anything sent to me  
12 saying "What are you guys doing?" Typically that stuff  
13 is not handled through your immediate supervisor. You  
14 raise your concerns to the HR organization. And if  
15 that stuff took place, I am not aware of it.

16 Q Okay. When you were at Ford, were you  
17 aware of a Ford supervisor manual?

18 A Yes, sir.

19 Q Would that document have set forth what  
20 Ford's policy was regarding casual time and overtime?

21 A I can't -- I can't remember.

22 Q But the manual did exist at that time?

23 A Yeah. In the manufacturing  
24 organization we never really -- I mean, I've never  
25 really had it in my hand and sat down and read it, not

1       that I ever remember, sitting down and going through  
2       the supervisor's manual.

3                       Ford had a way of -- of putting certain  
4       things in front of us that was important to the  
5       business. I used to sign a C3 letter it was called by  
6       the company at the time -- I don't know what they do  
7       nowadays -- that said what are -- what are the things  
8       they can do ethically and not ethically. But I've  
9       never really seen the policy -- I said that earlier and  
10      I'll repeat it again -- as far as the casual overtime  
11      piece of it. I have never seen a policy or read a  
12      policy or signed my name to a policy.

13               Q       Given all that, you believe when you  
14      were at Ford, there was a document called supervisor's  
15      manual?

16               A       I've seen a supervisor's manual, yes.

17               Q       Okay.

18                       MR. SIMON: Jeff, we might be  
19      requesting a copy of that. I'll put that in a  
20      letter.

21      BY MR. SIMON:

22               Q       The casual time, just to return to that  
23      for a moment, when someone is coming in and they're  
24      getting ready to start their shift, they may, in fact,  
25      be doing more than just putting on their shoes. They



1       may be answering e-mails related to their job or doing  
2       other things that are related to their job, right?

3               A           It could be anything.

4               Q           But they could be performing their job  
5       during the casual time? It's just considered casual  
6       time because of the nature of --

7               A           I perform my job during casual time. I  
8       did when I was GSR, too, a certain piece of it. I said  
9       that, I thought, from the beginning, that if I have a  
10      department that's got to start in production at 7:00,  
11      the least I was expected to do and we expected our  
12      peers to do was walk in, do your counts, know your  
13      department setup, what is it going to take to start it  
14      up properly, and that was considered part of prepping  
15      to start doing your job and doing your job effectively.  
16      And that's what we call casual time. Is that part of  
17      the contribution towards being successful on getting  
18      the job done? Yes. We call it casual.

19              Q           When there was the change in the  
20      overtime policy in May of last year, do you ever recall  
21      being in a meeting where somebody said if you don't  
22      work the overtime on the weekend, you're going to be  
23      fired?

24              A           I never said that to anybody or  
25      directed anyone in my organization to say that. If I

1 recall, the answer -- the question that was asked to me  
2 by my -- by the gentleman who runs the organization for  
3 me, Mr. Gross, he asked me what do we do if somebody  
4 said I don't want to work, and the reply was you're  
5 being ordered to work, you have to work. But I've  
6 never threatened to fire anybody.

7 Q You used the word organization a number  
8 of times during the deposition. When you say  
9 organization, you're still talking about -- even if  
10 it's within ZF Batavia, that's just what you call  
11 departments?

12 A Right. You ask me questions a lot of  
13 times and the gentlemen that -- the gentlemen and  
14 ladies that you referred to in the lawsuit work in  
15 different areas and different organizations. And when  
16 you ask me questions, I can answer what -- what  
17 transpired in my department and what happens in my  
18 department. And a lot of times a lot of the questions  
19 you're asking me are vague in the sense I don't know  
20 what happened in production. I don't know how it was  
21 handled. I have no -- no way of knowing. I'm not in  
22 HR and I'm not privy to these -- to these records, but  
23 I hear say and the things I know of, I -- I can answer  
24 to.

25 Q I was asking a more mundane question.

1       When you say organization, you're not referring to some  
2       organization outside the company, correct?

3               A           No. My organization is a department in  
4       ZF Batavia LLC and it's the maintenance organization  
5       that I -- I answer questions to that organization.

6               MR. SIMON: Okay. Let's go off the  
7       record for just a second.

8                       (OFF THE RECORD)

9               MR. SIMON: We can go back on the  
10      record.

11     BY MR. SIMON:

12              Q           Have you ever had any conversations  
13     with people in upper management, which I'll say is Dick  
14     Newark or anybody at Mr. Newark's level or above, about  
15     any of these issues we've talked about: the annual  
16     incentive plan, the overtime, the merit increase, sick  
17     leave, bereavement leave, all those kind of things?  
18     Have you ever had any conversations with anybody above  
19     you or in HR and said "What are you doing here? What's  
20     going on? Why are we making these changes?" anything  
21     like that at all?

22              A           I voiced my opinion, for instance,  
23     about the -- you know, the bereavement to my boss and  
24     said "Now, most of us in this company here are from  
25     other states and if my -- you know, my wife's

1 grandmother or father dies, I would like to believe  
2 that I should be able to have two or three days to  
3 spend with her during that time." Those are, again, my  
4 personal opinion and I did voice my opinion, no  
5 different than any other employee would.

6 Q Anything else besides the bereavement  
7 leave that you voiced your opinion on? Again, the  
8 annual incentive plan, the merit increase, authorized  
9 overtime, personal days, all these things relating to  
10 Ford transitional employees? Have you ever voiced  
11 concern?

12 A I voiced concern about the overtime  
13 because I had the fear that it might upset the  
14 employees and create an environment which might  
15 adversely affect our ability to run the company.  
16 Obviously I did voice my opinion about that. And the  
17 rest of it, I -- I wasn't aware that -- I was told what  
18 to do with my merit and there were guidelines that were  
19 part of the policy given to us, and my recommendations  
20 were within those guidelines, so --

21 Q When you had talked to people in 1999,  
22 did you ever tell them that, look, you're leaving Ford,  
23 you're joining a new company, but Ford is going to look  
24 out for you?

25 A My understanding, that Ford was going

1 to be a half-owner of the company, 49 percent of the  
2 company. Some of the things that we were told is, you  
3 know, we'll know about the company, we'll understand  
4 where the company is and, you know, our retirement  
5 would be protected and I'll have access to the company  
6 as far as like where I stand on things like that. That  
7 stuff has been taken away since, but --

8 Q What's been taken away, your access?

9 A I don't have any access to my -- I  
10 don't know where my retirement stands today, for  
11 instance. That's -- that's the company's policy,  
12 change in policy at Ford Motor Company to protect their  
13 security. They don't want non-employees to have access  
14 to their -- to their systems.

15 Q That has to be a big concern to you.

16 A Well, I know we were informed that they  
17 are doing this for their company's survival, I guess,  
18 and security in the Internet days, and we were booted  
19 out as far as our access to that, to the company and to  
20 company information and stuff of that nature.

21 Q So you had told people, explained to  
22 them that, look, Ford is going to be a 49 percent  
23 owner. You'll still have access to certain things at  
24 Ford, I guess, such as access to information with Ford  
25 retirement. Did you tell them anything else, that Ford

1 is going to be looking out for you or anything else  
2 like that?

3 A No. The concern was, you know, how do  
4 we know the state of the affairs of the company, how  
5 are we going to be told about the things that are  
6 important to us, what's going to happen to my  
7 retirement and how am I going to be communicated to  
8 that entire time under this circumstance, now that I  
9 signed on the dotted line. And we were told we will  
10 have access to all of that and we can find out about  
11 that information, but it's -- it's extremely difficult  
12 today and it was a change in the company policy to  
13 protect, I guess, ourselves from whatever it is that  
14 you can do through e-mails and access to their  
15 databases and information.

16 Q When were you told that you were going  
17 to have restricted access to this information about  
18 your retirement? How recently was that?

19 A About a year ago Ford started putting  
20 out e-mails to all of us saying that, you know, we're  
21 eventually going to kick you out of the system, you're  
22 not going to have access to anything on the inside.  
23 You'll have -- it used to be a PROFS ID and now it's an  
24 Outlook ID. You will have something living in the  
25 background called you and that's all. You have to be

1 -- you have to be sponsored by a Ford employee in order  
2 for you to get anything from the -- from the system.  
3 Somebody would have to find out for you and tell you.  
4 And besides that, we have no -- that was taken away  
5 from us.

6 That's the only thing I remember the  
7 company committing to, they will provide us information  
8 about the company, because eventually if the company  
9 runs out of business, ZF will run out of business,  
10 therefore, it was a concern to us. And we asked for  
11 that, and that policy has changed, as far as I  
12 understand.

13 Q Right now at ZF Batavia CVT is in the  
14 pre-production phase; is that right?

15 A Well, close to production, yes.

16 Q Okay. And CVT was the exciting  
17 technology that this plant was beginning that was  
18 certainly something that was an attraction to the  
19 people like yourself leaving Ford and joining the new  
20 joint venture, right?

21 A That is correct.

22 Q Are you part of the CVT pre-production  
23 team?

24 A No, sir, I'm not. As of yesterday, I  
25 was given more responsibility in the CVT area. In my

1 new assignment I would have.

2 Q So yesterday was the first time that  
3 you were told that you were going to be given  
4 involvement in the CVT?

5 A That is true.

6 Q All right. How many salaried people  
7 are working on the CVT currently, roughly?

8 A I don't know. I, honest to God, don't  
9 know, but there's quite a few.

10 Q I mean, more than seven?

11 A A lot more than seven.

12 Q Do you know how many Ford transitional  
13 employees are working on the CVT?

14 A I would have to think, but Rick  
15 Williams would be one, John Detloff would be one, Greg  
16 Exner partial. Those are the three names I can  
17 remember right now.

18 Q Was there an occasion in the plant in  
19 the last few weeks where somebody from Ford visited the  
20 plant and observed the CVT pre-production and wondered  
21 where all the experienced guys were?

22 A I mean, there's probably a lot of  
23 incidents in which Ford Motor Company visited the  
24 plant. I recall -- in the last few weeks I have never  
25 known anybody from Ford Motor Company came here, but in



1 the past there were incidents in which, you know, Ford  
2 was asking "Who are the people doing this?" and "Where  
3 is the experienced people?" I mean, why are we doing  
4 certain things. And obviously Ford is in the business  
5 to -- they audit us all the time and they ask all kinds  
6 of questions.

7 Q Does Ford play a role in most of the  
8 significant decision making that occurs in the plant,  
9 based on your experience?

10 A We were supposed -- we're supposed --  
11 the bigger owner of the company is ZF, and ZF makes  
12 most of the calls, but Ford Motor Company lends its  
13 expertise in a lot of different ways and they are part  
14 of the major decisions made in the company, definitely.

15 Q Is there an attitude in the plant that  
16 if Ford doesn't want this to happen, it's not going to  
17 happen?

18 MR. HUNTER: Objection to the form. If  
19 you know.

20 THE WITNESS: I don't know.

21 BY MR. SIMON:

22 Q Wasn't Gerry Priest recently moved from  
23 his position to work on the CVT?

24 A As a part-time assignment, yes.

25 Q Wasn't that triggered by a visit by

1       somebody from Ford?

2                   A       The way it was rolled out to me is we  
3       need some of the senior employees, people with  
4       experience behind them, launched products before, to go  
5       help us in CVT. And Gerry Priest was one of the  
6       employees that was taken there. And part of extending  
7       my role into CVT was part of that same roll-out.

8                   Q       And Gerry Priest is a Ford transitional  
9       employee, right?

10                  A       Gerry Priest is a retired individual.  
11       He retired from Ford approximately, what, maybe three,  
12       four months ago.

13                  Q       Well, he was with Ford in 1999, right?

14                  A       That is correct. He was a transitional  
15       employee. He recently retired, if that's what you're  
16       asking me.

17                  Q       Right. That is what I was asking.  
18       Well, do you think there's been a move lately with  
19       Gerry Priest and you to move more Ford transitional  
20       people into the CVT?

21                  A       Out of the CVT?

22                  Q       Into the CVT.

23                  A       Into the CVT, yes.

24                  Q       Do you think that the CVT, from your  
25       perspective, has kind of lacked a lot of the Ford

1 transitional employees?

2 A In the initial phase we didn't have any  
3 transitional employees in there, if that's what you're  
4 asking me.

5 Q And when did the initial phase end?

6 A Probably about a year, year and a half  
7 ago. Year and a half, maybe even two years. Rick  
8 Williams has been there for almost two years, him and  
9 John Detloff.

10 Q So maybe in the last one and a half or  
11 two years there's been some Ford transitionals added to  
12 the CVT, and that would include Rick Williams, I think  
13 you said his name was Ron Detloff --

14 A John Detloff.

15 Q And then you said Greg Exner works part  
16 time --

17 A Partially, mm-hmm.

18 Q -- on the CVT?

19 A He's -- he's on both sides and his  
20 involvement would be with the customer; hence, since we  
21 don't really have a customer, his involvement is very  
22 little.

23 Q Well, in the last year and a half to  
24 two years have you been surprised how few people on the  
25 CVT are Ford transitional employees?

1           A           The CD4E has been demanding and, you  
2           know, good thing for us is Ford Motor Company decided  
3           to extend the life of CD4E, so we kept more of the CD4E  
4           with the Ford transitional, if you may, on the CD4E  
5           side. We didn't send them to the CVT. At least in my  
6           organization I didn't send them to the CVT side because  
7           I needed them on the CD4E side.

8                       Now, if you're asking me if someone  
9           else stopped them from going or stood in the way, I  
10          can't answer for that. I didn't stand in the way of my  
11          people going to -- to CVT. My department, I did not do  
12          that.

13          Q           Would you agree that Ford transitional  
14          people were told in 1999 that you're going to be able  
15          to get in on the ground floor of the CVT --

16          A           Yes, sir.

17          Q           -- and ultimately that hasn't happened  
18          for most people, except for a handful of the Ford  
19          transitionals?

20          A           You could say that.

21          Q           And have a number of people expressed  
22          concerns about that to you?

23          A           To me?

24          Q           Yeah.

25          A           I'm trying to remember in my

1 organization if anybody said they would like to go work  
2 in CVT. Probably Ron Pearce is the one that's most  
3 vocal and said "Let me go work on CVT." And I always  
4 replied to Ron that his -- his expertise and the need  
5 for him on the CD4E in the capacity he's helping me  
6 with, there is no one more suited for the job. And Ron  
7 was always understanding or I thought he was  
8 understanding. He understood that if he had left and  
9 went to CVT, he could -- he could hurt the business  
10 we're in today.

11 Q You're saying he would hurt the  
12 business if he left the CD4E; is that what you said?

13 A Yes. He was kept on the CD4E side  
14 because of his knowledge and expertise, not because --  
15 I mean, I did not stop him from going to CVT. Would he  
16 have applied for a job in CVT and interviewed and been  
17 selected, I wouldn't stand in the way. I -- I always  
18 lobbied him to stay on my side and help me.

19 Q Back in '99 were you ever told, did you  
20 hear someone say that "We want to get the best of the  
21 salaried employees to join ZF Batavia"?

22 A Yes, sir.

23 Q And did you think that you did?

24 A Mr. Zielke, my boss, for instance, in  
25 the maintenance organization, he thought he made the --

1 the offers to the better employees to stay behind.

2 That was the pretense, that was the understanding.

3 Q And the group of people that we've been  
4 talking about, some of whom you work with more closely  
5 than others, you agree that they were at least one of  
6 the better people that were at the Ford plant that  
7 joined ZF Batavia?

8 A That is correct.

9 Q Okay. Have you ever heard in upper-  
10 management levels, perhaps Mr. Adams or Mr. Newark make  
11 comments that kind of reflect that they have a certain  
12 disdain for Ford employees or the way the Ford  
13 employees do their jobs?

14 A Yes.

15 Q I mean, has Mr. Newark, perhaps Mr.  
16 Adams said that he wanted to get the Ford taint off the  
17 plant floor?

18 A I can't remember those words. I mean,  
19 I never really heard those words. I never --

20 Q I understand. Well, you had agreed  
21 with me initially. Is there anything in particular  
22 that Mr. Adams has said that makes you think that he  
23 has a bias against the Ford employees?

24 A Mr. Adams in several meetings indicated  
25 that we were set in certain ways in the way we approach

1       and do our jobs and he thought it would be in the best  
2       interests of the company to hire, if you may -- forgive  
3       me for lack of better words -- new blood that would  
4       have different ideas and different approach to getting  
5       the job done.

6 Q And as you recall -- I'm sure you don't  
7 remember a specific date, but did he say this in a  
8 meeting pretty close to early 2000 or after you had  
9 joined? Was it soon after you had joined ZF Batavia  
10 that Mr. Adams had said this?

11 A In the immediate probably year, yes.

12 Q Anything else Mr. Adams has said along  
13 those lines that leads you to believe that he doesn't  
14 like the way that Ford employees do their jobs?

15                   A           Now, if you look at Mr. Adams'  
16       organization --

17 MR. VANWAY: Excuse me.

18 MR. SIMON: Well, he was in the middle  
19 of answering. Can we just let him finish the  
20 answer?

21 MR. VANWAY: I'm sorry. I'm just not  
22 clear on Ford employees, if that means Ford  
23 transitional employees or --

24 MR. SIMON: We haven't differentiated.

25 THE WITNESS: I've been answering Ford

1           transitional employees, sir. I don't say  
2           anything pertaining to your organization.  
3           Particularly I don't know anything about your  
4           organization, so I've been answering to a Ford  
5           transitional employee. That's what I've been  
6           saying in my answers.

7                       MR. SIMON: All right.

8       BY MR. SIMON:

9                       Q           Mr. Adams had said that he thinks the  
10          Ford transitional employees are set in their ways and  
11          he wanted to get new blood --

12                      A           That's what I thought I said in my  
13          statement.

14                      Q           Okay. And I think you were starting to  
15          say something else that Mr. Adams had said, other  
16          occasions where he had said that. And I don't think  
17          this is --

18                      A           That's along the same theme. I mean,  
19          Mr. Adams is surrounded by ex-Ford employees in his  
20          organization and, you know, everybody in his -- just  
21          about, came from a previous assignment in Ford Motor  
22          Company somewhere. But his belief that -- or at least  
23          that's what he shared with us, his thoughts that we as  
24          manufacturing people who transitioned from Ford to ZF,  
25          we lack the vision and the ability to -- to change and



1 drive the business to where the company would like the  
2 business to be.

3 Q And has Mr. Newark said similar things?

4 A At different times he did.

5 Q Any particular thing that Mr. Newark  
6 said that perhaps bothered you when he was talking  
7 about Ford transitional employees?

8 A I didn't say what the remarks were --  
9 bothered me. I -- I'm the type of individual that I'm  
10 willing to try anything and if you believe that if you  
11 hired non-transitional employees, they would do a good  
12 job for you, you might as well go ahead and do what  
13 you've got to do. If you think that's the best  
14 interests of your company, you can go ahead and do  
15 whatever it is you feel is appropriate.

16 Q And a lot of those new hires that the  
17 company hired work on the CVT?

18 A Yes, sir, they do.

19 Q Has Len Sennish ever said anything  
20 about Ford transitional employees along those lines?

21 A I don't remember being in the presence  
22 of Mr. Sennish and him personally saying things like  
23 that.

24 Q I apologize for asking about this  
25 quote, but did Mr. Newark ever tell you that he wanted

1 to fuck with the Ford transitionals so they can win  
2 their lawsuit and then their ass will be out of the  
3 building?

4 A There was a lot of conversations. I  
5 don't remember exactly the exact words that Mr. Newark  
6 might have said. I just don't know that he used these  
7 words. I -- I don't remember him ever saying he wants  
8 them to win the lawsuit or he wants them -- he's --  
9 he's intentionally doing this so they can win the  
10 lawsuit. I don't remember exactly a conversation to  
11 that.

12 Q Maybe he said something like "Well, if  
13 they win the lawsuit, we can get them out of the  
14 plant," something like that?

15 A In a conversation one time he said if  
16 -- if they win the lawsuit, they might all leave, they  
17 might not.

18 Q Did he say it in such a way that he  
19 thought it would be a good thing that this group of  
20 people left the plant?

21 A I don't know what his feelings are. I  
22 had a concern and the conversation probably stemmed --  
23 and a lot of different times and meetings where I  
24 brought up the issue that if the lawsuit is really true  
25 and the people they are saying are in it and that many

1 people leave the maintenance organization, it could  
2 create a severe drain on the talent and the ability to  
3 continue running the plant if we drain the maintenance  
4 organization to that magnitude. If the individuals in  
5 the lawsuit decide to leave, it could create a problem  
6 for us as a company.

7 And whether that made some people  
8 happy, sad or indifferent, I don't know, but my concern  
9 was it could create a problem for me and I would have a  
10 difficult time conducting the day-to-day maintenance  
11 business at ZF if the individuals decided to leave.

12 Q Is there an employee named Rick Bauer  
13 (phonetic) at Ford?

14 A I don't know who Rick Bauer is.

15 Q Was there a situation where you demoted  
16 Mr. Crump in the last year or recommended that he be  
17 demoted?

18 A Jim Crump?

19 Q Yeah.

20 A Demoted him?

21 Q Yes.

22 A Mr. Crump was disciplined by me, and  
23 that was in accordance with company rules and  
24 regulations. But Mr. Crump is not demoted. Mr. Crump  
25 is still in the same position he was hired in when he

1 left Ford and transitioned to ZF.

2 Q He was disciplined in the past year?

3 A Somewhere in there, yes.

4 Q Was the discipline reversed by  
5 management?

6 A No, sir.

7 MR. HUNTER: Off the record a second.

8 (OFF THE RECORD)

9 MR. SIMON: Back on the record.

10 BY MR. SIMON:

11 Q This is Deposition Exhibit 10. It's a  
12 memo dated March 28th, 2002. It has Mr. Len Sennish's  
13 name at the bottom. Have you ever seen this document  
14 before, Mr. Saleh?

15 A I'm trying to remember.

16 Q Take your time and look at it.

17 A I remember seeing this piece of paper.

18 Q Did you think that this reflected any  
19 change in the overtime policy?

20 A That was the first time I had seen an  
21 actual value for -- for what -- what is referenced as  
22 casual overtime. I have never seen, like I said, when  
23 I worked for Ford, something similar to this that would  
24 say you have to work that casual overtime.

25 Q And what this document said, as you

1 understand it, is that you're going to work one hour  
2 extra each day that would be considered casual time?

3 A Right.

4 Q Whereas at Ford, I suppose, you may  
5 have worked that extra hour -- could you have been paid  
6 for that hour is that was casual time at Ford?

7 A If it was casual time, no.

8 Q But at Ford they were never told this  
9 is how much time you're going to work every day that's  
10 casual time; is that fair?

11 A That is correct.

12 Q Okay.

13 A To the best of my knowledge.

14 Q As you enforced the overtime policy  
15 when you were manager?

16 A As I put on my time card and I applied  
17 that rule at Ford Motor Company, I wasn't aware of  
18 this.

19 Q When we were talking about AIP bonuses  
20 and we were talking about those being reduced because  
21 of overtime or at least people told you that, did you  
22 receive a bonus in 2002?

23 A Yes, sir, I did.

24 Q Was it at all reduced because of  
25 overtime?

1           A           I am not eligible for overtime. I  
2           don't get overtime. I work whatever is required from  
3           me.

4           Q           But was your bonus reduced because  
5           people in your department had worked a lot of overtime?

6           A           If it was, I wasn't told so.

7           Q           Okay. When you saw what your bonus  
8           was, it wasn't your thought that, hey, it's been  
9           reduced?

10          A           Again, I don't know -- the allotted  
11          money to the people in my class in the company is  
12          something I'm not privy to, I don't get to see. And  
13          you showed me a piece of paper earlier that said  
14          because I'm a transitional employee, the recommendation  
15          for me is lesser than the ZF. I wasn't aware of that  
16          and I'm not part of that. You know, that decision is  
17          made at a higher level than me. But as far as I know,  
18          I was compensated for what I thought I was doing and I  
19          thought it was based on my performance. And the way I  
20          did mine toward my employees was the same way.

21          Q           Staying with Plaintiffs' Exhibit 10 for  
22          a second, do you understand the policy to be as it's  
23          set forth here, that salaried employees every day are  
24          going to work one extra hour every day and that will be  
25          considered casual time?

1           A           It sounds like it when you -- when you  
2       read this paper.  That's -- that's my interpretation of  
3       it.

4 MR. SIMON: Okay. Let's go off the  
5 record for a second.

6 (OFF THE RECORD)

7 MR. SIMON: I think I'm done with my  
8 questioning of Mr. Saleh. I just wanted to put  
9 on the record that -- and we're going to follow  
10 this up by letter as well, that given Mr.  
11 Saleh's testimony about the summary attached in  
12 the letter, if ZF or Ford has that or believes  
13 they have that document, to produce it. The  
14 second one is the document that Mr. Saleh  
15 testified that he received, I believe, from HR  
16 that had the recommendation about merit  
17 increases. The third one is then from Ford, a  
18 supervisor's manual that might have --  
19 something called supervisor's manual or  
20 something that would indicate their policy on  
21 overtime for salaried employees.

22                       Otherwise, we have no more questions,  
23                       Mr. Saleh. Thank you very much for your time  
24                       today, sir.

25 THE WITNESS: I -- I have a request. I

1 would like to have a copy of my deposition,  
2 even if it means me paying for it. I'd like to  
3 have --

4 MR. SIMON: You're going to get a  
5 chance, I think, to review it. Are you waiving  
6 signature?

7 MR. HUNTER: No. We always read.

8 THE WITNESS: I'd like to read it and  
9 if I made a -- if I made a mistake or  
10 something, I would like to have an opportunity  
11 to -- to read it and make sure at least what I  
12 said is accurate to the best of my knowledge.

13 MR. SIMON: Is there anything as we're  
14 sitting here at this time and looking back  
15 during the deposition that you think you did  
16 misspeak?

17 THE WITNESS: The only thing I'm  
18 concerned about is in your questioning to me a  
19 lot of times I wasn't really totally sure  
20 whether you were asking me whether it pertains  
21 to my department or it pertained to the plant  
22 and to the company as a company.

23 And so a lot of the questions I was  
24 trying to explain to you that I -- I have the  
25 maintenance piece of it and that the people in



1 the lawsuit are from several different  
2 organizations in the company and they might  
3 have been treated a certain way based on  
4 whomever they work for or whatever things may  
5 be. But most of the times when I answered, I  
6 answered pertaining to the maintenance  
7 organization and not for everyone.

8 MR. SIMON: I think you were clear in  
9 your answers.

10 THE WITNESS: So, I mean, I -- there  
11 are some people that I have no idea what they  
12 went through, what they had or -- I'm not in  
13 the position to know that or let to know that.

14 MR. SIMON: And I think you said that  
15 at the appropriate times. Anything else you  
16 wanted to add, Mr. Saleh?

17 THE WITNESS: No. I'd just like to  
18 have a copy, like I said, to review.

19 MR. SIMON: And you will receive one.  
20 Thank you very much.

- 0 -

(AND FURTHER THE DEPONENT SAITH NAUGHT)

- 0 -

---

Hassan Saleh

C-E-R-T-I-F-I-C-A-T-I-O-N

STATE OF OHIO,

COUNTY OF HAMILTON, To-wit;

I, Susan K. Lee, CVR-CM, Court Reporter and Notary Public in and for the State of Ohio, do hereby certify;

That on the 24th day of July, 2003, there appeared before me pursuant to Notice and agreement of counsel, **HASSAN SALEH**, as a witness in the previously entitled cause;

That the said witness was sworn by me and examined to tell the truth, the whole truth, and nothing but the truth in said cause;

That the deposition was taken by me via Stenomask and electronic recording and the foregoing 145 pages contain a true, full and correct transcription of all the testimony of said witness;

That the deposition was submitted to counsel for the witness for reading and signature;

That I am not related to or in any way associated with any of the parties to said cause of action, or their counsel, and that I am not interested in the event thereof.

IN WITNESS WHEREOF, I have hereunto set my hand this 25th day of August, 2003.

---

Susan K. Lee, CVR-CM  
My commission expires:  
August 30, 2004